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RESOLUTIONS OF THE BOSTON REDEVELOPMENT AUTHORITY
REGARDING COMMONWEALTH CENTER
DEVELOPMENT PLAN AND DEVELOPMENT IMPACT PROJECT PLAN

1. THE ONGOING BRA APPROVAL PROCESS

WHEREAS, Commonwealth Center Limited Partnership (the "Applicant") a limited partnership formed by F.D. Rich Company of Boston, Inc., a Connecticut corporation ("Rich"), and Casa Development, Inc., a Massachusetts corporation which is a wholly owned subsidiary of A.W. Perry, Inc. ("Casa"), filed an application as of May 19, 1989, seeking from the Boston Redevelopment Authority (the "BRA") and the Boston Zoning Commission (the "Commission") approval of a development plan (the "Development Plan") and a development impact project plan (the "Development Impact Project Plan") (together, the "PDA/DIP Plan") for a planned development area to be designated on two city blocks generally bounded by Tremont, Boylston, Washington and Avery Streets and Mason, Avery and Washington Streets and the Paramount Theatre property, in connection with a proposed mixed-use development. (Rich and Casa are hereinafter referred to as the "General Partners"). The proposed planned development area is located within the newly designated Midtown Cultural District and, more specifically, is within the portion of such District identified as "PDA II".

Section 3-1A of the Boston Zoning Code (the "Code") sets forth procedures for the designation of planned development areas. A threshold step in the process is the approval by the BRA of a development plan for a project area. A development plan establishes limits of development to be permitted in a project area and insures the provision of certain public amenities. Pursuant to Section 3-1A(a) of the Code, a development plan must "set forth the proposed location and appearance of structures, open spaces and landscaping, proposed uses of the area, densities, proposed traffic circulation, parking and loading facilities, access to public transportation, [and] proposed dimensions of structures. . . . (the "Plan Criteria").

Similarly, Sections 26A-3 and 26B-3 of the Code establish requirements for a development impact project and Section 26A-3 requires that a development impact project plan contain the same information as a development plan. In addition thereto, a development impact project plan must also set forth the projected number of employees.

The PDA/DIP Plan submitted by the Applicant on May 19, 1989 represents a crucial stage in the planning process for the Project (as hereinafter defined). Without BRA approval of the PDA/DIP Plan, the Applicant cannot proceed to the next stage of design development and the final stage at which the final plans

and specifications are submitted to the BRA for final design review approval and certification as to consistency with the PDA/DIP Plan. If the BRA determines that the PDA/DIP Plan meets the Plan Criteria, that it "conforms to the general plan for the city as a whole and that nothing in such plan will be injurious to the neighborhood or otherwise detrimental to the public welfare", and that it also meets the Midtown Cultural District PDA Criteria (as hereinafter defined), the BRA may, after public hearing, approve the PDA/DIP Plan. Section 26A-3 of the Code similarly provides that no development impact project plan may be approved by the BRA without making the same determinations (other than as to the Midtown Cultural District PDA Criteria).

Section 38-12 of the Code sets forth further criteria for a development plan relating to a proposed planned development area within the Midtown Cultural District, including the following: the development plan must be "in substantial accord with the provisions of this section and Section 38-14 and 38-16" (relating to certain public benefit criteria and general design and environmental impact standards) and must conform to "the Midtown Cultural District Plan and the general plan for the city as a whole"; each proposed project described in the development plan must be "in substantial accord with the building height and FAR standards set forth in Section 38-11...;" and "on balance, nothing in [the plan] will be injurious to the neighborhood or otherwise detrimental to the public welfare, weighing all the benefits and burdens..." (collectively the "Midtown Cultural District PDA Criteria"). In addition, the proposed development plan must include a plan for relocation assistance for any resident and any local neighborhood retail business store, grocery store or eating place with street frontage which will be displaced by the proposed project (Section 38-17). If the proposed development plan includes substantial rehabilitation of an existing theater, historic building or landmark, the Applicant must enter into an agreement as to such rehabilitation (Section 38-25).

As noted above, even after the PDA/DIP Plan is approved, the BRA review process will continue. All drawings and specifications will be subject to design review and approval by the BRA. In addition, in order to obtain a building permit, all final plans and specifications must be submitted to the BRA for a determination that they are consistent with the PDA/DIP Plan. If the final plans and specifications are not consistent with the PDA/DIP Plan, they cannot be approved unless the PDA/DIP Plan is amended, after public notice and hearing.

2. THE PRESENT SITE IS SIGNIFICANTLY UNDERUTILIZED AND UNDERDEVELOPED

WHEREAS, the site is located in Boston's newly designated Midtown Cultural District and encompasses a major portion of

two city blocks bounded generally by Tremont, Boylston, Washington and Avery Streets with the exception of certain buildings fronting on Tremont Street and one on Boylston Street ("Parcel 30"), and by Mason, Avery and Washington Streets up to and including the Paramount Theater ("Keith Block") (collectively, the "Site"). The Site includes approximately 145,667 square feet. (A more precise description of the Site is contained in the PDA/DIP Plan.) At present, there are ten (10) existing structures on the Site all of which are described and documented in great detail in the DPIR (defined below) for the Project which has been submitted to the Authority. The two historic structures on the Site, Evans House on Tremont Street and the Paramount Theater, will be restored and the remainder of the existing structures will be removed.

Currently, the Site is a significantly underutilized and underdeveloped area which returns to the City relatively little in terms of tax revenue, employment or other public benefits, and makes no contribution other than the provision of parking to the theatrical and cultural uses of the Midtown Cultural District.

The BRA finds that, if the PDA/DIP Plan is not approved, the Site will continue as an underutilized area; that the existing structures and the Site's uses will remain essentially unchanged; and that the potential public benefits from the Site, particularly the theater and cultural uses proposed both on and off the Site in the Midtown Cultural District will not be fully realized.

3. THE APPLICANT'S PDA/DIP PLAN

WHEREAS, the Applicant's PDA/DIP Plan consists of 23 pages of text plus attachments designated Exhibits A through F (including as Exhibit E a Relocation Plan in accordance with Section 38-17). The Applicant has also simultaneously submitted to the BRA documents entitled "Application Letter", "Schematic Design Drawings and Materials", "Public Benefits Package", "Zoning Exceptions", "List of Owners and Abutters", "List of Meetings with Interested Parties" and "List of Project Consultants". Although these documents are not part of the PDA/DIP Plan, they set forth additional information relating to the Project. Similarly, the Applicant has also submitted proposed forms of a Development Impact Project Agreement, a Cooperation Agreement, a Land Disposition Agreement in connection with acquisition of a parcel of land at the corner of Boylston and Washington Streets, and a Cultural Facilities Agreement (collectively, the "BRA Agreements"). After reviewing these forms of agreements, the BRA is satisfied that the BRA Agreements will insure compliance with the PDA/DIP Plan and the provision of the public benefits and mitigation measures referred to herein and, with such changes as may be made

thereto by the Director of the BRA, will authorize the Director to execute the BRA Agreements.

The BRA finds that the Applicant's PDA/DIP Plan adequately sets forth the required elements or Plan Criteria of Sections 3-1A, 26A-3, and 38-12, including the proposed location and appearance of structures, open spaces and landscaping, proposed uses of the Project site, projected number of employees, densities, proposed traffic circulation, parking and loading facilities, access to public transportation and proposed dimensions of structures.

4. THE PROJECT

WHEREAS, as described in the PDA/DIP Plan, the Project is a first-class mixed-use development consisting of approximately 1.7 million square feet of hotel, restaurant, retail and office space and cultural and day care facilities to be contained in three buildings. The Project will entail the razing of all of the existing buildings on the Site, except for the historic Paramount Theatre which will be fully restored, both exterior and interior, and the historic Evans House, two facades of which facing Tremont and Avery Streets will be restored. New construction will be a 32-story office/retail building at the corner of Boylston and Washington Streets, a 13-story hotel on Tremont and Avery Streets incorporating the restoration of the historic Evans House, and a 30-story office/retail building at the corner of Washington and Avery Streets. The Project will contain approximately 1.7 million square feet of gross floor area, approximately 1,300,000 square feet of which will be devoted to office use, approximately 105,618 square feet of which will be devoted to retail use, approximately 311,028 square feet of which will be devoted to hotel use, approximately 30,479 square feet of which will be devoted to cultural use, and 8,000 square feet of which will be devoted to day care facilities. Retail uses will be located on the first two floors of the phase located on Parcel 30 and the first floor of the phase located on the Keith Block. The Project will also provide parking for approximately 1,000 vehicles on five levels below grade on Parcel 30, approximately 659 of which spaces will be reserved for parking by hotel guests, retail patrons and office tenants unless permitted for public parking in accordance with applicable regulations, and approximately 341 of which are existing public parking spaces on the Site which can be used by theater district patrons and residents of Chinatown during evening and weekend hours.

The Project will allow the City to maximize the use of the presently underdeveloped site for a combination of cultural and downtown commercial uses and will thus accommodate the City's need for controlled physical growth and the revitalization of cultural uses in the Midtown Cultural District. The BRA finds

that the Project will permit optimal utilization of the Site for the combination of cultural and commercial uses without significantly overburdening the City's relatively small and geographically confined Financial and Midtown Districts.

Kohn Pedersen Fox Associates, P.C. ("KPF"), a well-known national architectural firm, has been selected to design the Project buildings. KPF has established a national reputation through award winning projects varied in type and design and has designed the Project to be compatible with the buildings on neighboring blocks and with other recent buildings of similar scale in the City. KPF has been the architect for two of the recent generation of smaller "tower" buildings in the City, 125 Summer Street and 101 Federal Street. Both the office buildings will be clad in masonry. The hotel on Parcel 30 will be clad in brick with either cast masonry or limestone accents.

The BRA finds that, from a design standpoint, the Project is one in harmony with the design philosophy and history of the Midtown Cultural District area, that massing, setbacks and materials are coordinated to relate to those of the surrounding neighborhood and the midtown area, and that the Buildings in the Project will have heights and gross floor areas not in excess of those permitted in the PDA/DIP Plan. The BRA further finds that the Project will provide the City with much needed hotel, restaurant, retail and commercial space and theater, cultural support and day care facilities, and with public parking facilities, while retaining the historical and architectural integrity of the area.

5. THE PUBLIC REVIEW PROCESS AND EVOLUTION OF THE PROJECT

WHEREAS, the Commonwealth Center project has undergone over four years of design and planning meetings with the BRA staff, other city and state agencies, community and civic interest groups, real estate, financial and businesses organizations within the City of Boston. The Project's design has evolved through numerous changes reflecting the complex interplay between economic, physical, governmental and community planning objectives, including all of the detailed planning involved in establishing new zoning regulations for development of the Midtown Cultural District. Through a thorough and iterative process involving all sectors of the Boston community, the Project program and design have evolved into a balance between these diverse objectives. Over this four year span, the public review process has resulted in the reduction of the total zoning program area from over 2.0 million gross square feet to approximately 1.7 million gross square feet, and building zoning heights from a maximum over 600 feet to 403 feet and under. As a result of this process, urban design changes have also been made to strengthen and reinforce historic patterns of buildings and streets and to mitigate detrimental environmental effects the Project might have had on the area.

Early in 1984, concepts for the Project began taking shape in accord with the strategic planning guidelines for the Downtown Crossing promulgated in 1983 by the BRA. As part of the "Essex Street Corridor," Parcel 30 and the Keith Block were included in a "High Spine" of mixed-use developments linking the Financial District with the Back Bay. These early concepts were consistent with the building forms and urban design concepts of the previous generation of high-rise commercial buildings that were developed under the planning objectives contained in the "1965/1975 General Plan for the City of Boston and the Regional Core" and supplemented by the BRA study entitled "Planning for Boston's Next Decade of Development, 1980-90." Shortly after the Tentative Designation of the parent of one of the Project general partners, the F. D. Rich Company, as developer of the vacant Paramount Theater in May, 1985, conceptual plans for the Project were unveiled to the BRA including the renovated Paramount Theater as a multi-format entertainment facility.

In 1986 the City began a comprehensive planning initiative to re-zone a large portion of the downtown area through an amendment to the Boston Zoning Code. The result of this planning initiative was the adoption in September, 1987, of Article 27D of the Code, creating the Downtown Interim Planning Overlay District (IPOD). The purposes of this article were to channel new development toward underutilized sites; to encourage new development in areas accessible to public transit; to provide a predictable, clear, and understandable process for the public review of new development; to foster an economy that promotes opportunity for Bostonians by creating new jobs and by expanding job training opportunities; to protect existing residential development and encourage new residential development that is affordable to all segments of the community; to protect the city's historic resources; to protect and enhance the architectural character of the downtown; to improve traffic access and circulation; to create active pedestrian and street life; to protect and improve air and water quality; to encourage mixed-use development; to provide for appropriate transitions in scale and character between established districts and new development; and to implement interim land use measures. Under the Downtown IPOD regulations, eleven separate planning subdistricts were established in the downtown that would undergo a comprehensive community planning process.

The Midtown area became the first of the eleven subdistricts within the Downtown to begin comprehensive, community based re-zoning efforts. In addition, planning efforts were already underway within Boston's performing arts community to provide a permanent location for Boston's not-for-profit, performing arts companies within this district. With the joint participation of the arts groups, the Mayor's Office of Arts and Humanities and the BRA, a draft of the Midtown

Cultural District ("MCD") Plan was formulated in 1987 identifying the MCD boundaries, the cultural facilities components desired, the zoning mechanisms needed to provide the economic development catalysts, and the design and planning controls necessary to preserve the district's character. The Project was revised to meet the objectives of the MCD Plan by providing a mix of commercial uses, performing arts facilities, and public amenities at the heart of the new district.

By mid-1987, with the design guidance of the BRA, a preferred alternative was developed based on a maximum site density between FARs of 12.0 and 14.0. These densities were consistent with the maximum density limits for Planned Development Areas ("PDA"s) being considered for the proposed MCD Zoning Regulation. In order to address the concerns of the community, the Project development team began a program of informal meetings with interested groups in the Summer of 1987. The process was designed to introduce the Project to interested groups representing a broad spectrum of community issues, from concerns of the Chinatown community to objectives for historic preservation. By introducing the Project design at an early, conceptual stage, issues and concerns were addressed through fundamental design and program changes. Many aspects of the Project were identified for alternative study, or, in some cases, outright modification. In all, over 60 meetings were held with interested individuals and groups between that summer and the date that the Project was first announced publicly in May, 1988.

By the late Fall of 1987, a series of major design changes had been made to the program and massing of the Project. The size of the program was reduced, and heights reduced to conform to the maximum zoning heights being considered for the new MCD Zoning Regulations. Concurrent with the Project design and program changes, initial planning efforts for the Midtown Cultural District were nearing completion. On May 2, 1988, in anticipation of the release of the draft MCD Plan, the first public announcement of the Project was made. The formal project review process was initiated by the filing of a Project Notification Form ("PNF") with the BRA and an Environmental Notification Form ("ENF") with the Massachusetts Executive Office of Environmental Affairs ("EOEA") using the joint city/state process outlined by Article 31 of the Boston Zoning Code. These documents outlined the programmatic parameters and conceptual design for the Proposed Project. Subsequently, in early June, 1988, each agency, acting on public comments received, issued Scoping Determinations specifying the extent of analysis required to determine the environmental effects resulting from the Proposed Project. These Scoping Determinations also asked that appropriate mitigation measures be identified to minimize unacceptable levels of impact. In addition, alternative design scenarios were specified, as well

as "baseline" conditions, for the comparative analysis of environmental effects.

The Midtown Cultural District Plan was released to the public in the Summer of 1988. At this point, the MCD planning studies had identified the Project site as one of four major target sites which could accommodate increased development height and density and which could generate the economic returns necessary to support the development of major cultural facilities in the district. These facilities had been identified by local performing arts groups in coordination with the Mayor's Office of Arts and Humanities and were part of a larger set of development objectives for the rejuvenation of the district. Working with the BRA and the community groups, a program of cultural and other public benefits was identified for the Project and the development program was amended to include two performance facilities created by subdividing the Paramount Theater into smaller component theater spaces. This subdivision would be accomplished and the restoration of the interior completed within the guidelines established by the Boston Landmarks Commission ("BLC").

Acting on the Scoping issues identified by the BRA and EOEA, as well as design issues identified in the community outreach meetings, additional design modifications were made. In October of 1988, application was submitted to the Boston Landmarks Commission for conceptual approval of the interior subdivision and construction over a portion of the Paramount Theater. Conceptual approvals were granted in November, 1988 for the interior alterations, and in February, 1989 for construction over the theater. Following the adoption of a plan to incorporate it in the Project and the submission of an application for landmark status for the Evans House, the Project design was modified to incorporate and maintain the exterior architectural integrity of this building. Subsequent to these changes, the Scoping Determinations of the BRA and EOEA were modified, reflecting the incorporation of some of the alternative development scenarios into the revised Proposed Project, and a single, alternative development scenario (Infill/Enhanced IPOD alternative) was clarified for study in the DPIR/DEIR.

During further meetings with the BRA and community groups, concerns were raised over potential environmental impacts from the proximity and height of the third tower component closest to the Boston Common. To allay concerns, this tower was eliminated from the massing design. Presentation of this amended design was made to the Midtown Cultural District Task Force ("MCDTF") in October, 1988, together with supporting analyses of the Project's urban design, historic and archeological resources, and preliminary environmental effects. These analyses were distributed to the members of the MCDTF as the

Commonwealth Center "Plan" and consolidated "Technical Appendix" of supporting documents.

By December of 1988, most of the community concerns and planning objectives outlined in the MCD Plan had been addressed. Meetings with the BRA, the MCDTF and the community groups had established the program of public benefits which the project would provide. Major program and master plan design changes had been made to establish the preferred urban design and massing of the Project. At this point, schematic design of the Proposed Project components began, together with the full scope of environmental analyses for the Proposed Project, the alternative development scenario and the two "Baseline" conditions.

The Applicant submitted a combined Draft Project Impact Report ("DPIR") and Draft Environmental Impact Report ("DEIR") to the BRA on May 16, 1989, and to the Secretary of the Massachusetts Executive Office of Environmental Affairs on May 30, 1989. Notice of the submission to the BRA was published in the Boston Herald on May 16, 1989, and notice of submission to the EOEA was published in the Environmental Monitor on June 7, 1989.

The BRA finds that, as a result of these four years of citizen involvement and public review, numerous changes have been made in the Project demonstrating the Applicant's consideration of design, aesthetics, community concerns, public benefits, environmental impacts and scale. The BRA further finds that, out of this public review, through the diligent and good faith cooperation of the Applicant, a better Project has evolved representing a culmination of the combined needs of the City, the artistic and cultural community, Boston businesses and the community at large.

6. THE "GENERAL PLAN FOR THE CITY AS A WHOLE" AND THE MIDTOWN CULTURAL DISTRICT PLAN

WHEREAS, in approving a development plan or a development impact project plan, the BRA must find "that such plan conforms to the general plan for the city as a whole...." No specific "general plan" is referred to in Section 3-1A or 26A-3, but Section 38-2 recognizes the Midtown Cultural District Plan (the "Midtown Plan") adopted by the BRA on January 12, 1989, as amended from time to time, as the general plan for the Midtown Cultural District and "as the portion of the general plan for the City of Boston applicable to the Midtown Cultural District."

On March 11, 1965, the BRA adopted as the official master plan of the City for the next decade the "1965/1975 General Plan for the City of Boston and the Regional Core" (the "1965-1975 Plan"). In the intervening 22 years, no other

formal city-wide plan has been adopted, although other plans and studies have been conducted, including the BRA study entitled "Planning for Boston's Next Decade of Development 1980-90". Neither the 1965-1975 Plan, nor any other single document frozen in time, has constituted "the general plan" for the City. Rather, "the general plan for the city as a whole" has been a continually evolving concept, evidenced by development precedents and existing zoning ordinances, until the adoption of the Midtown Plan as the first component of a detailed plan for the City as a whole.

The Midtown Plan provides for the balanced growth of a vibrant mixed-use community within the Midtown Cultural District, including residential, office, retail, hotel and cultural uses, as well as enhancement of the area's open spaces, addressing the needs of Chinatown both for affordable housing and for neighborhood commercial space, preservation of historic buildings within the area, improvement of the area's transportation systems (including parking facilities), and protection of "the district's historic scale and character through land use and urban design guidelines that ensure that new development is in character with the district." The Midtown Plan proposes to direct downtown office development into this underutilized area, which will serve as a link between the traditional office centers of the Financial District and the Back Bay, and to enhance and expand the retail core of Downtown Crossing, including providing neighborhood business opportunities for Chinatown residents. Specific emphasis is placed upon restoring and creating new theaters and other cultural facilities, such as the two theaters and renovation of historic facade, marquee and interior of the Paramount Theater as part of the Commonwealth Center project, which are cited as examples in the Midtown Plan. The urban design guidelines of the Midtown Plan replace the concept of a "High Spine" of towers stretching from the Financial District to the Back Bay with a "Skyline Concept" consisting of clusters of towers separated by traditional, smaller structures in a manner which is sensitive to wind, shadow, and other environmental concerns as well as concerns for preserving the historic character of the district. The Commonwealth Center project is specifically identified as the primary cluster of towers to be located within the Midtown Cultural District.

The goals and objectives of the Midtown Plan are further set forth in Section 38-1 as follows:

"... to direct downtown development in a way that promotes balanced growth for Boston; to prevent overdevelopment of the Financial District and the Back Bay by promoting mixed-use development in Midtown; to revitalize Midtown as the region's center for performing and visual arts by rehabilitating historic theaters and creating new cultural

facilities for the city's nonprofit arts community; to protect the quality of life and provide for expansion of the thriving Chinatown neighborhood by creating affordable housing and business opportunities, and by controlling institutional expansion in the area; to preserve Boston's historic resources and public open spaces, which provide enjoyment to all residents and visitors and which increase land values in their proximity, by virtue of historic, aesthetic, and environmentally beneficial qualities; to provide new and expanded facilities for community services; and to create a new residential neighborhood downtown by encouraging the development of housing which is affordable to all segments of the community."

The BRA finds that, by turning a significantly underutilized site in the Midtown Cultural District into a first-class mixed-use development, the Project will convert an underdeveloped downtown site into a physical and financial asset, will provide a crucial link between the Financial District and the Back Bay, will serve as a centrally located focus to provide unity to the City's skyline while including smaller structures to assure a smooth transition to and integration with the historic scale of the district, and will improve land values and provide economic stimulus for balanced growth.

The BRA further finds that by using materials and designs which are compatible with the surrounding neighborhood and with traditional Boston design concepts and by retaining and renovating the historic Paramount Theater and Evans House, the Project will strengthen the Midtown Cultural District without compromising the historic and architectural integrity of the area.

The BRA further finds that by providing two theaters within the historic restoration of the Paramount Theater, and additional rights for the development of cultural facilities and complementary uses and public spaces, the Project will contribute to the revitalization of the District as the region's center for performing and visual arts; that by incorporating some neighborhood scale retail uses on the first two floors of the phase located on Parcel 30 and the first floor of the phase located on the Keith Block, the Project will provide neighborhood business opportunities for Chinatown residents and will enhance and expand the existing retail core of Downtown Crossing; that by construction of a hotel the Project will attract both business travelers and visitors to enjoy the historic and cultural attractions of the District and of the City as a whole and to contribute to the economic revitalization of the area; that the Project will effectively develop its presently underutilized site which is accessible to many forms of public transit (as noted below); that through jobs linkage

payments and ensuing construction, the Project will foster an economy that promotes opportunity for Bostonians by creating new jobs and by expanding job training opportunities; that through the creation of housing on Parcel R-3R/R-3A (or an adjacent area) in the Chinatown neighborhood in accordance with the Housing Creation Proposal approved by the BRA, the Project will help to protect the quality of life and create affordable housing for all segments of the community, and in particular for the residents of Chinatown; that with its responsiveness to and cooperation with the BRA, community groups, and other interested persons in the design review of the Project, the Applicant is protecting and enhancing the architectural character of the district; that both the interior and exterior design of the retail areas on the street levels of the buildings of the Project will create more active pedestrian and street life in the area; and that the cultural, office, retail, restaurant, hotel and day care uses of the Project are consistent with the objectives of Article 38 of the Code and the Midtown Plan.

The BRA further finds that the Project conforms to the Midtown Cultural District Plan and also "conforms to the general plan for the city as a whole."

7. THE PROJECT SATISFIES THE MIDTOWN CULTURAL DISTRICT PDA CRITERIA

WHEREAS, in order to approve the PDA/DIP Plan, the BRA must find that the plan satisfies the Midtown Cultural District PDA Criteria set forth in Section 38-12 of the Code and summarized in Resolution No. 1 above.

The PDA/DIP Plan includes a plan for public benefits, consistent with the Midtown Cultural District Plan, which includes the following: the substantial rehabilitation of the Paramount Theater, which is both an abandoned theater and a Landmark; the contribution of housing linkage payments as a capital contribution for the creation of affordable housing on Parcel R-3/R-3A (or an adjacent area) in Chinatown, the creation of additional cultural facilities; and additional public benefits relating to jobs and procurement, transportation benefits, enhancement of the pedestrian environment, the establishment of and making of annual contributions to a fund for maintenance of the Boston Common, neighborhood business opportunities, childcare, historic preservation, and increased tax revenues and other economic benefits, all as more particularly described in Resolution No. 8 below. Accordingly, the BRA finds that the PDA/DIP Plan is in substantial accord with the Public Benefit Criteria of Section 38-14.

The PDA/DIP Plan and the Schematic Designs and Materials submitted to the BRA have incorporated and comply with the General Design and Environmental Impact Standards set forth in

Section 38-16, as set forth in detail in Resolution No. 8 below. The Shadow Criteria are satisfied by the siting of the two major towers of the Project in a manner which allows the sun to pass between them and to minimize their impact on Boston Common. Accordingly, even when the shadow impact of these towers is combined with the shadow impact of the proposed tower of the Boston Crossing project to be developed on parcels across Washington Street from the Project, the cumulative impact will not shade an area of Boston Common in excess of one acre beyond the two-hour period specified in Section 38-16.1. The Wind Criteria are satisfied since, as described in the DPIR/DEIR, there is no significant difference between the wind impacts of the Project and those of the so-called "No-Build Option." The Transportation Access Criteria and requirements to enhance the pedestrian environment are satisfied by the accessibility of the Project to mass transit systems, the setback of the vehicular entranceway to the Project to avoid impacts on traffic flow, and the inclusion of pedestrian arcades to facilitate the flow of pedestrian traffic. The Skyline Plan is consistent with the specific description of the Project in the Midtown Plan. The rehabilitation of the Paramount Theater and renovation of the Evans House satisfy the requirements as to Landmarks and Historic Buildings, and the design review process of the Boston Civic Design Commission has been initiated. Accordingly, the BRA finds that the Development Plan is in substantial accord with the General Design and Environmental Impact Standards of Section 38-16, including shadow criteria, wind, transportation access, skyline plan, landmarks and historic buildings, enhancement of pedestrian environment and review by Boston Civic Design Commission.

The height of the office tower on Parcel 30 will not exceed 403 feet. The height of the hotel on Avery Street will not exceed 168 feet, and the height of the portion of such building located within the Boston Common and Public Garden Protection Area will not exceed 155 feet. The combined floor area ratio for the Parcel 30 block will be 10.99. The height of the tower on the Keith Block will not exceed 375 feet, and its floor area ratio will be 11.54. Although the height of the office tower on Parcel 30 exceeds its maximum as-of-right height of 400 feet by 3 feet, the BRA finds, and recommends that the Zoning Board of Appeal find in accordance with Section 38-7, that such de minimis variation is related to variations in the ground level and other unique characteristics of the lot which are not applicable to the Midtown Cultural District as a whole; that the proposed height of such tower is in substantial accord with its as-of-right height; that the height and massing of such tower are compatible with the surrounding area; that the proposed excess height is in harmony with the general purpose and intent of the Code; and that the Applicant has complied with the Development Impact Project Requirements of the Code.

Accordingly, the BRA finds that the Project is in substantial accord with the building height and FAR standards set forth in Section 38-11 and Table A to Section 38-12.

For the reasons discussed in Resolutions numbered 6 and 8, respectively, the BRA also finds that (i) the Development Plan conforms to the Midtown Cultural District Plan and the general plan for the city as a whole, and (ii) on balance, nothing in the Development Plan will be injurious to the neighborhood or otherwise detrimental to the public welfare, weighing all the benefits and burdens.

Accordingly, the BRA finds that the PDA/DIP Plan satisfies all of the Midtown Cultural District PDA Criteria.

8. THE PROJECT IS NOT "INJURIOUS TO THE NEIGHBORHOOD OR OTHERWISE DETRIMENTAL TO THE PUBLIC WELFARE, WEIGHING ALL THE BENEFITS AND BURDENS"

WHEREAS, in order to approve the PDA/DIP Plan, the BRA must find that "on balance, nothing in such plan will be injurious to the neighborhood or otherwise detrimental to the public welfare, weighing all the benefits and burdens..." This standard, as set forth in Section 38-12 of the Code, elaborates upon the standard set forth in Section 3-1A (that "nothing in [a proposed Planned Development Area plan] will be injurious to the neighborhood or otherwise detrimental to the public welfare") by incorporating the balancing approach required by the Supreme Judicial Court in Manning v. Boston Redevelopment Authority, 400 Mass. 444 (1987). As the court noted, the planned development area provisions of the Code were intended to "establish a more flexible zoning law" in order to encourage well-planned and thoroughly reviewed large scale private development projects on underutilized sites. These provisions contemplate a balancing of relative benefits and burdens, acknowledging that such large scale development projects inevitably cause some burdens but realizing that in a well-conceived and well-designed project such burdens are outweighed by public benefits generated by the project.

Based on the legislative history of Sections 3-1A, 26A-3, and 38-12 and upon its consistent administrative practice for nearly two decades, as well as upon the mandate of Manning, the BRA will balance a proposed plan's possible adverse effects and other matters claimed to be detrimental to the public welfare against the benefits to the neighborhood, the City, and the public. It will approve only those which "on balance, are not injurious to the neighborhood or otherwise detrimental to the public welfare, weighing all the benefits and burdens."

With respect to this Project, the balance is tipped heavily in favor of benefits to the neighborhood, the City and the

public. As an integral part of the design review process, significant revisions have been made to the Project's design in order to mitigate or eliminate adverse environmental and other impacts. Each successive scheme presented to the BRA over the past four years was developed to respond to specific concerns of the BRA, community groups, and other public agencies with regard to potential impacts. Reduction of the height, density and mass of the Project has resulted in a concomitant reduction in potential impacts. In addition, urban design changes have been made to strengthen historic street patterns and create opportunities for pedestrian amenities; heights and mass have been reduced to minimize shadow and wind impacts; performing arts facilities and public amenities have been added to meet the objectives of the Midtown Plan; and the Project design was modified to incorporate and preserve the exterior architectural integrity of the historic Evans House. Each of these examples demonstrates the significant amount of mitigation included in the current Project design, which has resulted in a Project with limited potential for negative impacts.

The Project does, however, have significant potential for positive impacts. Set forth below are those benefits which will inure to the public as a result of the Project. Section 38-12 specifically mandates consideration of the factors identified in Sections 38-14 and 38-16. Those factors identified in Section 38-14 are addressed under the categories entitled "Housing", "Cultural Facilities" and "Historic Preservation", while those factors identified in Section 38-16 are addressed under the category "General Design and Environmental Impact Standards" and other categories referenced therein.

The Project's Benefits

Housing

The Applicant and the BRA will enter into a Development Impact Project Agreement (the "DIP Agreement") which will require the Applicant to provide linkage payments of \$5.00 for each square foot of gross floor area in excess of 100,000 square feet devoted to Table D uses, as defined in Article 26A of the Code. Although the exact gross floor areas of the Buildings to be devoted to such uses have not been finally established, based upon the proposed schematic drawings for the Project submitted with the Plan, said gross floor areas devoted to such uses will approximate a total of 1,700,000 square feet. This translates into approximately \$8,000,000 in linkage payments to be contributed to the creation of housing units for occupancy exclusively by low and moderate income residents of the City of Boston. The Authority and the Applicant have agreed to the terms of a Housing Creation Proposal pursuant to which this linkage payment will be made in the form of a

capital contribution to a limited partnership which will be formed by the Chinese Economic Development Corporation and the Asian Community Development Corporation in order to develop approximately 250 residential units on Parcel R-3/R-3A (or an adjacent area) in Chinatown, two-thirds of which units will be affordable as low- to moderate-income housing.

Jobs and Procurement; Fiscal Benefits

The Project will generate approximately 4,950 construction related jobs and approximately 6,300 permanent jobs. The Project involves the investments of \$550 million dollars in the Midtown Cultural District to provide the catalyst for its revitalization.

In addition to the above-described housing linkage payments, the DIP Agreement will also require the Applicant to provide linkage of an additional \$1.00 per square foot of gross floor area in excess of 100,000 square feet devoted to Table E uses, as defined in Article 26B of the Code (or approximately \$1,600,000) earmarked for job training, including training in English as a second language and a child care training program.

The Applicant has submitted to the Mayor's Office of Jobs and Community Services (OJCS) a Boston Residents Construction Employment Plan, which sets forth its plans for insuring that the contractors for the Project will reserve at least 50% of the total employee worker hours in each trade for Boston residents; at least 25% of the total employee worker hours in each trade for minorities; and at least 10% of the total employee worker hours in each trade for women.

The Applicant has also submitted to OJCS an Employment Opportunity Plan and First Source Agreement which provides for the Applicant's good faith efforts to achieve a goal that 50% of the permanent employment opportunities created by the Project will be made available to Boston residents, including residents affected by the Project. The Boston Residents Construction Employment Plan and the Employment Opportunity Plan and First Source Agreement together are referred to herein as the "OSCS Agreements".

Cultural Facilities

The Project includes two performance facilities, a 499-seat dance theatre and a 199-seat theatre, both to be located within the Paramount Theatre, which is to be fully renovated, as well as administrative, rehearsal and dressing room space within the facility for a total of [100,000] square feet of cultural related uses, including restaurants and galleries. Each of such facilities is of a size and type which is appropriate to contribute significantly to the existing balance of cultural

facilities in the Midtown Cultural District. The Cultural Facilities Agreement and Cooperation Agreement will assure the long-term use of these facilities for their present proposed uses. The Project also includes the leasing of additional air rights space to the Boston Cultural Corporation, as set forth in the Land Disposition Agreement, and the creation of new visual arts opportunities in the public areas of the Project, as set forth in the Cooperation Agreement.

General Design and Environmental Impact Standards

As noted in Resolution Nos. 5 and 7 above, the design of the Project has undergone significant revisions and evolution in order to address environmental and other public and community concerns, including the General Design and Environmental Impact Standards set forth in Section 38-16. The purpose of these Standards is to "maintain and improve the quality of life in the Midtown area," including Chinatown, Bay Village, the Midtown Cultural District, the Boston Common and Public Garden, and Landmarks and Historic Buildings. Specific criteria are set forth for shadow and wind impacts, transportation access, the skyline plan, landmarks and historic buildings, enhancement of the pedestrian environment and review by the Boston Civic Design Commission. For the reasons set forth herein, the BRA finds that the Project satisfies these Standards in all respects.

The Shadow Criteria require each proposed project to be arranged and designed in a manner to assure that no shadows are cast on any designated shadow impact area for more than two hours from 8:00 a.m. through 2:30 p.m., on any day from March 21 through October 21 of any year, except as may be cast by existing structures or structures permitted as-of-right, with certain exceptions as to the Boston Common. The Project satisfies these criteria by orienting its two major towers in a manner which allows the sun to pass between them, and by siting these towers as far as possible from Tremont Street to minimize their impact on Boston Common. The ornamentation atop each tower is designed to create an interesting form to the edges of the shadow, which changes shape during the course of each day. In addition, the aggregate shadow impact of the Project, when combined with the shadow impact of the Boston Crossing project proposed to be constructed on parcels across Washington Street from the Project, will not shade an area of Boston Common in excess of one acre beyond the two hour period specified above.

The Wind Criteria require buildings to be shaped, or other wind-baffling measures to be taken, to avoid excessive and uncomfortable downdrafts on pedestrians, and so that specific ground-level ambient wind speeds will not be exceeded. As discussed in detail on the DPIR/DEIR, there is no significant difference in wind impacts between the Project and the

continuation of existing uses on the Site (taking into consideration additional off-site development projects expected to occur in the vicinity of the Project by the year 1996).

The Transportation Access Criteria require demonstration that the location of the Project, including the related vehicular access and circulation and the proximity to other transportation systems, is suitable for the increased floor area. Each project is also required to emphasize use of mass transit and limit its impact on traffic congestion. As discussed in detail below, the Project clearly satisfies these requirements. The Project is highly accessible to all available mass transit systems existing in the City of Boston, including direct access to two of the MBTA subway lines. The vehicular access to the Project is set back substantially to prevent queuing or other impacts on traffic flow. The design of the street-level retail spaces, office lobbies and internal pedestrian arcades facilitates the flow of pedestrian traffic and also preserves historic street patterns.

The Skyline Plan requires each proposed project to be generally consistent in height and form with the modified high spine/cluster skyline plan described in the Midtown Plan. A minimum distance of 125 feet is required between separate buildings exceeding a height of 155 feet. Since the Project is identified specifically in the Midtown Plan as the focal point of the skyline within the Midtown Cultural District, it is clearly consistent with the Midtown Plan. The hotel and restored Paramount Theater, as well as the design of the towers, will assure a smooth transition to and integration of the towers into the historic scale of the district. While the towers and hotel of the Project are each separated by a distance of greater than 125 feet, one proposed tower of the Boston Crossing project, as currently designed, is approximately 110 feet from the Project's tower located on the Keith Block. Nevertheless, the Project remains "generally consistent in height and form with the modified high spine/cluster skyline plan described in the text of the Midtown Cultural District Plan."

The requirements as to Landmarks and Historic Buildings provide that each project be generally designed to limit shadows and other impacts on Landmarks and Historic Buildings. As discussed below, the Project includes restoration of the Paramount Theater on Washington Street and renovation of the historic Evans House on Tremont Street, as well as a design which is sensitive to the historic scale and street patterns of the area.

The Design Standards also require each project to enhance the pedestrian environment. The Project accomplishes this result in a variety of ways, including covered, through-block

pedestrian pathways connecting the major streets abutting the Project as well as mass transit stations, the creation of an extensive and vibrant retail area both at street level on Washington Street and also along the interior pedestrian passageways, and preservation of the historic street patterns of the area.

The Design Standards also require review by the Boston Civic Design Commission ("BCDC") in accordance with Article 28 of the Code. The Schematic Design Drawings and Materials for the Project have been submitted to the BCDC on June 15, 1989, and the Developer is committed to the consideration of all recommendations of the BCDC received within the time periods set forth in Article 28.

Neighborhood Business Opportunities

The Project will include approximately 105,618 square feet of retail use, of which a significant portion will be located along Washington Street and will be divided into leasable spaces of 10,000 square feet each, suitable for neighborhood-oriented retail uses. In order to maximize the opportunity for leasing of this space by business establishments from Chinatown, the Applicant will commission a retail market study for Asian businesses in the area. The Applicant also intends to recruit Asian businesses to the Project and to create small business workshops for Asian entrepreneurs in the Chinatown area.

Childcare

The Project includes the creation of 12,000 square feet of child care facilities within the Midtown Cultural District, of which 8,000 square feet will be located in one facility within the Project, and the balance will be located in Chinatown. The job linkage funds noted above will be used in part to create a child care training program.

Historic Preservation

The interior, exterior and marquee of the Paramount Theatre will be completely restored. The Project also includes renovation of historic Evans House on Tremont Street. The restoration of the Paramount Theater, for which preliminary approval has been granted by the Boston Landmarks Commission, will constitute a substantial rehabilitation which will result in a currently abandoned theater becoming a viable, active cultural facility again, and will also include the historic restoration of its interior. Restoration of the Paramount Theater also qualifies as substantial rehabilitation of a Historic Building and Landmark. Furthermore, the lower heights of the buildings that face the Boston Common and the setbacks

of the buildings facing Washington Street avoid over-building or overwhelming a significant historic section of the City of Boston.

Enhancement of Pedestrian Environment and Open Space

The design for the Project provides covered, through-block connections for pedestrians between Tremont, Boylston and Washington Streets, including passages linking the mass transit stations on Washington and Tremont Streets. Extensive shopping and entertainment opportunities are afforded to pedestrians by both the street side and interior retail spaces of the Project. The public spaces of the Project will be designed, managed and maintained in a manner which enhances and attracts pedestrian use.

The design also preserves existing street patterns, street walls and cornice heights in order to maintain the human scale of the Midtown Cultural District's 17th and 18th century street patterns and its 19th and 20th century buildings. The buildings within the Project that will face the Boston Common have lower heights to provide a visual step down to the Common, and those facing Washington Street have setbacks that reduce their impact on Washington Street.

The Applicant also has agreed to make an initial contribution in order to establish a fund for maintenance of the portion of the Common in the vicinity of the Project and to make annual contributions to such fund for a period of fifteen years. The Applicant also will sponsor an "Annual Common Clean-Up Day."

Transportation

The proposed site is well served by public transportation. The Project includes renovation and incorporation of the Essex Street Orange Line station under cover in the entrance to One Boylston Street, one of the office towers of the Project, at the corner of Washington and Boylston Streets. The Applicant is cooperating with the BRA and the Massachusetts Bay Transportation Authority as to the implementation and design of such entrance to the station. The Project is also directly across Tremont Street from the Boylston Station of the Green Line and will include through-block pedestrian access between these stations as described above. The Project is also within a five minute walk of the Red Line (1500 feet north of the Project) and a ten minute walk of the Blue Line (2,000 feet northeast of the Project). In addition to the subway lines, the commuter rail terminals and express bus services serving the southern, western and northern suburbs are also within walking distance of the Project or can be reached easily via the Orange Line (to North Station or Haymarket Station). Finally, a new commuter docking facility at Lewis Wharf servicing the south shore communities is easily accessible.

Substantial improvements are planned for the subway and commuter rail lines serving the downtown area. These improvements, which include track and signal system upgrading, station modernization, platform lengthening, and new rolling stock, will insure that adequate system capacity exists to accommodate expected new demand from increased development and changes in commuting patterns.

Vehicular access and egress for the Site will be provided by the existing streets bounding the Site. The primary streets currently serving the site are Tremont (one-way southbound), Boylston (one-way eastbound) and Washington (one-way northbound) Streets with Avery Street (one-way westbound) bisecting the Project between Parcel 30 and the Keith Block and additional access to the Keith Block by Mason Street (one-way northbound from Avery Street). Access to and egress from the below-grade parking facility and loading bays will be by way of Boylston Street, approximately midway between Tremont and Washington Street, and the entrances are set back substantially from the street in order to minimize impact on busy streets and sidewalks.

The Project will include off-street parking for approximately 1,000 vehicles in order to meet the needs of the hotel guests, retail patrons and office tenants. Of these parking spaces, at least 341 (and more, if permitted by applicable regulations) will be available for public parking for theater district patrons and Chinatown residents during evening and weekend hours in order to enhance the cultural uses in the area and the quality of life of the residents of Chinatown. Approximately 200 spaces will have hourly rates designed to encourage short-term use.

The DPIR/DEIR sets forth additional potential mitigation measures, including, among other things, encouraging use of carpools and vanpools, encouraging use of mass transit, reducing peak-hour demands by encouraging building tenants to promote flex-time and subsidize employees' public transportation costs, provision of a bus shuttle service between the proposed hotel and Logan International Airport, and the improvement of crosswalks and traffic signalization in the immediate vicinity of the Project. After the issuance of an Adequacy Determination and submission of a Final DPIR, the Applicant will enter into a Transportation Access Plan Agreement in order to incorporate the mitigation measures required by the Adequacy Determination into the Project. The Applicant also will participate in the formation of a Transportation Management Association with the nearby Boston Crossing and Kingston-Bedford projects in order to implement joint transportation mitigation measures.

The Applicant has also considered the impact of construction activities. Construction will not significantly change current traffic conditions. Nonetheless, the Applicant will undertake certain mitigation measures to insure that any change will be beneficial and that the Midtown Cultural District community will be protected from the dangers of excessive construction traffic. These measures may include protected pedestrian routes, on-site staging, no use of travel lanes for staging, police officer control as required, no construction worker parking, and off-peak worker shifts.

The BRA has worked closely with the Applicant in arriving at possible mitigation measures. The Applicant has evidenced a commitment to work with the City and Commonwealth to insure that a meaningful program of mitigation actions is identified and implemented.

Increased Tax Revenues

The City will collect nearly 32 times the existing annual tax revenue from the Project once it is completed. It is estimated that real estate taxes generated by the Project, once completed, will increase from the existing \$285,000 to approximately \$9 million.

In addition, the City and the Commonwealth of Massachusetts can expect a substantial increase in sales and hotel taxes, including new retail sales and food and beverage sales.

The Appropriate Neighborhood

In carrying out the balancing test of public benefits and detriments required by Sections 3-1A, 26A-3, and 38-12, the BRA must consider the appropriate "neighborhood." While the Midtown Cultural District itself includes residential areas (such as the area facing Boston Common including Parkside and Tremont-on-the-Common), any project within the district is likely to have an impact (both benefits and burdens) on the surrounding areas such as Chinatown, the Financial District, Bay Village and the Back Bay. However, regardless of how narrowly or broadly defined the "neighborhood" may be in this instance, and even if the "neighborhood" is expanded to include the entire City, the BRA finds that the Project's benefits clearly outweigh the combined detriments of the Project. The BRA finds that replacement of a significantly underutilized commercial area with a first-class, multi-use Project, together with the accompanying benefits of historic preservation, cultural facilities and other benefits, construction jobs; permanent jobs, affordable housing, childcare facilities and additional annual real estate taxes, outweigh the negligible detriments, if any, resulting from the Project.

Accordingly, the BRA finds that the Project and the proposed PDA/DIP Plan "is not injurious to the neighborhood or otherwise detrimental to the public welfare, weighing all the benefits and burdens, including without limitation those factors identified in Sections 38-14 and 38-16."

9. THE PROJECT SATISFIES THE CRITERIA FOR PDA AND MIDTOWN EXCEPTIONS

WHEREAS, in order for the Zoning Board of Appeals to grant certain exceptions with respect to the building heights, floor area ratios, setbacks, and certain other dimensional features of the Project in accordance with Sections 38-13, 38-19 and 6A-3 of the Code, and to grant a Conditional Use Permit for the parking facilities included in the Project in accordance with Sections 38-18.6(d), 38-13 and 6A-3 of the Code, it must find (i) that such exceptions as to height and floor area ratios are in substantial accord with the provisions of Section 38-11 and Table A of Article 38; (ii) that each requested exception is "in harmony with the general purpose and intent" of the Code; (iii) that each requested exception is in conformity with the development plan for the planned development area or with the Midtown Plan, as applicable, and that the BRA has so certified; and (iv) that the Project complies with the Development Impact Project requirements of the Code, if applicable; and

WHEREAS, in order for the Project to be eligible for increased as-of-right height and floor area ratios pursuant to Section 38-7 of the Code, the BRA must certify that the Project complies with the Development Review Requirements of Article 31; and

WHEREAS, in order for the Zoning Board of Appeals to grant an exception for increased floor area ratio pursuant to Section 38-8 of the Code, it must find that "(a) the Proposed Project and its massing are architecturally compatible with the surrounding area, in accordance with the urban design provisions of Section 31-8; (b) [each] exception is in harmony with the general purpose and intent of [the Code]; (c) the Proposed Project is consistent with the Midtown Cultural District Plan and the general plan for the city as a whole; and (d) if such exception relates to a Development Impact Project... the Applicant shall have complied with the Development Impact Project Requirements," and the BRA must have recommended approval of such exception for increased floor area ratio; and

WHEREAS, as to such portion of the Project which is located within the Boston Common and Public Garden Protection Area, the BRA must find that the Proposed Project is consistent with the design standards set forth in Section 38-20; and

WHEREAS, pursuant to Section 38-21, the change of use or occupancy of any theater within the Project requires findings by the Zoning Board of Appeals that (a) such change will not unduly diminish the historic character of the Midtown Cultural District as a cultural, entertainment and theatrical showcase, taking into account various specified considerations; (b) the Applicant has either replaced such former theater with a fully equipped new theater or appropriate cultural facility or has substantially rehabilitated an existing theater; and (c) the Applicant has provided evidence of a long-term commitment to use, or to lease to a third party to use, such theater or other cultural facility in accordance with the Midtown Plan.

For the reasons set forth in the Resolutions numbered 6, 7 and 8 above, and based upon a review of the Applicant's PDA/DIP Plan, the BRA and OJCS Agreements, and the Schematic Design drawings for the Project, and assuming that each of the BRA and OJCS Agreements are executed substantially in their present form, the BRA finds that the above-stated criteria are satisfied as to each of the exceptions listed in the schedule of Zoning Exceptions submitted to the BRA.

10. MINOR MODIFICATION OF BOYLSTON ESSEX URBAN RENEWAL PLAN

WHEREAS, the Urban Renewal Plan for the Boylston-Essex Urban Renewal Area was adopted by the Boston Redevelopment Authority and approved by the City Council of the City of Boston on May 23, 1968; and

WHEREAS, Section 1201 of Chapter 12 of said Plan entitled: "Modifications" provides that the Urban Renewal Plan may be modified at any time by the Boston Redevelopment Authority without further approval provided that the proposed modifications do not substantially or materially alter or change the Plan; and

WHEREAS, it is the opinion of the Authority that the minor modifications with respect to Parcel B-1 are consistent with the objectives of the Boylston-Essex Urban Renewal Plan; and

WHEREAS, the Authority is cognizant of Chapter 781 of the Acts and Resolves of 1972 with respect to minimizing and preventing damage to the environment; and

WHEREAS, the proposed amendment to the Plan is a minor change and may be adopted within the discretion of the Authority pursuant to Section 1201 of said Plan.

The BRA finds that the proposed amendment to the Plan to change the F.A.R. requirements thereof as to Parcel B-1 is a minor modification which does not substantially or materially alter or change the Plan, that the Project is consistent with

the Plan, that all practical and feasible measures have been taken and are being utilized to avoid or minimize damage to the environment, and that the Project will not result in significant damage to or impairment of the environment.

11. CONCLUSION

WHEREAS, the BRA gave due and proper notice of a public hearing to be held in the Board Room of the BRA on June 15, 1989, to consider the PDA/DIP Plan and to determine the manner in which Sections 3-1A, 26A-3, and 38-12 should be applied to the PDA/DIP Plan. The public hearing was duly convened and held in all respects in accordance with law, and to the extent required by law, with a legal quorum present throughout the meeting. At the public hearing, the BRA heard extensive testimony from a number of witnesses. The BRA considered numerous Exhibits submitted by the Applicant at the public hearing. The BRA closed the public hearing and the public record on this Application on _____, 1989.

Based on all this evidence, the BRA finds and concludes that the Project is important to the revitalization of the Midtown Cultural District area; that the urban design elements of the Project reflect the needs of the Midtown Cultural District, while respecting the public goals and guidelines established for downtown development in Boston; that the Project will form an important link in the City's skyline between the Financial District and the Back Bay; that the Project will aid the City financially by generating jobs, and by providing Boston with a new source of real estate tax revenues and linkage funds; and that the Project will make an important contribution to Boston's affordable housing and cultural needs.

Based on all the evidence, the BRA further finds and concludes the Project's PDA/DIP Plan satisfies the Plan Criteria and the Midtown Cultural District PDA Criteria and otherwise complies with Sections 3-1A, 26A-3, 26B-3, and 38-12.

Based on all the evidence, the BRA further finds and concludes the Project's PDA/DIP Plan "conforms to the Midtown Cultural District Plan and the general plan for the city as a whole".

Based on all the evidence, the BRA weighs this Project's public benefits against the combined burdens of this Project and further finds and concludes that "on balance, nothing in [the Project's PDA/DIP Plan] is injurious to the neighborhood or otherwise detrimental to the public welfare, weighing all the benefits and burdens."

Based on all the evidence, the BRA finds that the exceptions listed in the schedule of Zoning Exceptions attached to the PDA/DIP Plan as Exhibit F satisfy all of the criteria of the Code.

12. RESOLVES

THEREFORE, be it resolved that:

In connection with the Development Plan and the Development Impact Project Plan for Commonwealth Center (the "PDA/DIP Plan") presented at a public hearing duly held at the offices of the Authority on June 15, 1989, and after consideration of (a) the evidence presented at, and in connection with, the hearing, (b) matters discussed in a memorandum dated June 15, 1989 from the Boston Redevelopment Authority (the "Authority") staff to the Authority, and (c) the findings of the Authority set forth above, which evidence, memorandum and findings are incorporated herein by reference, the Authority finds that the PDA/DIP Plan (1) conforms to the Midtown Cultural District Plan and the general plan of the City of Boston as a whole, (2) on balance, contains nothing that will be injurious to the neighborhood or otherwise detrimental to the public welfare, weighing all the benefits and burdens, including without limitation those factors identified in Sections 38-14 and 38-16 of the Code, and (3) does adequately and sufficiently satisfy all other criteria and specifications and include such other agreements as are required for a development plan for a planned development area zoning designation within the Midtown Cultural District and a development impact project plan, as set forth in the Boston Zoning Code, as amended (the "Code"). The PDA/DIP Plan is embodied in a written document entitled "Development Plan and Development Impact Project Plan for Planned Development Area No. 33, Commonwealth Center," dated June 15, 1989 consisting of 23 pages of text plus attachments designated Exhibits A through F. Said document shall be on file in the office of the Assistant Director of Neighborhood Planning and Zoning of the Authority.

THEREFORE, be it resolved that:

The form and substance of the PDA/DIP Plan, and the procedures employed in reviewing and approving the PDA/DIP Plan, conform with the requirements of the Code as applied to a development plan for a planned development area under Sections 3-1A and 38-12 of the Code and a development impact project plan under Section 26A-3 of the Code.

THEREFORE, be it resolved that:

Pursuant to the provisions of Sections 3-1A, 26A-3, 26B-3 and 38-12 of the Code, the Authority hereby approves the PDA/DIP Plan.

THEREFORE, be it resolved that:

The Authority hereby authorizes the Director of the Authority to petition the Zoning Commission (the "Commission") for approval of the PDA/DIP Plan and for a Planned Development Area district designation for the parcel of land which is the subject of the PDA/DIP Plan except that which is located within the Boston Common and Public Garden Protection Area, and that it approve the PDA/DIP Plan pursuant to Sections 3-1A and 38-12 of the Code.

THEREFORE, be it resolved that:

The Authority hereby approves the proposed forms of Development Impact Project Agreement, Cooperation Agreement, Land Disposition Agreement, Relocation Plan, Cultural Facilities Agreement, Memorandum of Understanding with Action for Boston Community Development, Inc., Memorandum of Understanding with Chinatown/South Cove Neighborhood Council and a License for Early Entry (collectively, the "Related Agreements") in substantially the forms attached hereto, and, conditioned upon the determination of the Director that the then current design of the Project when combined with the Boston Crossing Project continues to satisfy the shadow criteria of Section 38-16 of the Code the Authority hereby authorizes and directs the Director of the Authority to execute and deliver in the name of and on behalf of the Authority the Related Agreements, with such changes as the Director and the Chief General Counsel, in their discretion, shall determine to be necessary or desirable, the Director's execution and delivery of any of the foregoing or the taking of any such action to be conclusive evidence of such determination and of the authority granted to them hereunder. The Authority hereby authorizes the Director of the Authority, after said agreements are fully executed, conditioned upon the certification of the Director that the then current design of the Project when combined with the Boston Crossing Project continues to satisfy the shadow criteria of Section 38-16 of the Code, to certify to the Zoning Commission and the Board of Appeal the status of the Preliminary Adequacy Determination or the Adequacy Determination, as the case may be, of

the Project under Article 31 of the Code, and thereafter, conditioned upon execution of a Transportation Access Plan Agreement and other necessary agreements with the Boston Transportation Department, and a Boston Resident Construction Employment Plan, a Memorandum of Understanding, a First Source Agreement, and other necessary agreements with the Mayor's Office of Jobs and Community Services, certification by the City Transportation Department that the Transportation Access Plan Agreement has been executed, and certification by the Director of the Authority that the then current design of the Project when combined with the Boston Crossing project continues to satisfy the shadow criteria of Section 38-16, to certify to the Commissioner of Inspectional Services that the Project complies with Articles 26, 26A, 26B, 27, 28, 29 and 31 of the Code.

THEREFORE, be it resolved that:

Pursuant to Sections 6A-2, 38-7, 38-8, 38-13, 38-19, 38-20 and 38-21 of the Code, the Authority hereby authorizes the Director of the Authority to recommend to the Board of Appeal approval of the proposed zoning exceptions set forth in the document entitled "Zoning Exceptions" (the "Zoning Exceptions") attached to the PDA/DIP Plan as Exhibit F, and of the change of use or occupancy or substantial rehabilitation of the Paramount and State Theaters as set forth in the PDA/DIP Plan, with such changes as the Director of the Authority, in his discretion, shall determine to be necessary or desirable, his taking of any such action to be conclusive evidence of his determination and of the authority granted to him hereunder; which approvals are recommended by the Authority provided that the Commission will have adopted a Map Amendment designating the land involved as a Planned Development Area zoning district, and provided further, that final working drawings be submitted to the Authority for design review to ensure that the same are consistent with drawings previously approved by the Authority and with the PDA/DIP Plan and that the Development Impact Project Agreement has been entered into. The Authority hereby authorizes the Director of the Authority to certify to the Commission and the Board of Appeal that said Exceptions are in conformity with the PDA/DIP Plan and the Midtown Cultural District Plan, and also that such final working drawings are consistent with the design standards of the Midtown Cultural District Plan and Article 38 (including, where applicable, Section 38-20).

THEREFORE, be it resolved that:

Pursuant to Section 1201 thereof, the Boylston-Essex Urban Renewal Plan, Mass. R-156, be and hereby is amended as follows:

1. That Section 606 thereof, entitled "Land Use and Building Requirements" with respect to Parcel B-1, on page 6-3 of said Plan, is hereby amended by deleting, on the third line thereof, "Minimum 2; maximum 10" following "F.A.R.", and inserting the following in place thereof: "10-14, in accordance with Article 38 of the Boston Zoning Code, effective March 2, 1989."
2. That the proposed modifications are found to be minor modifications which do not substantially or materially alter or change the Plan.
3. That all other provisions of said Plan not inconsistent herewith be and are continued in full force and effect.
4. That it is hereby found and determined that the proposed development will not result in significant damage to or impairment of the environment and further, that all practicable and feasible means and measures have been taken and are being utilized to avoid or minimize damage to the environment.
5. That the foregoing modifications shall be severable such that if one or more of the same shall be determined invalid the remainder shall remain in full force and effect.
6. That the Director be and hereby is authorized to proclaim by certificate these minor modifications of the Plan, all in accordance with the provisions of the Urban Renewal Handbook, RHM 7207.1, dated August, 1974.

Doc. # 5193
ADOPTED 6/29/89 48

Taken Under Advisement June 15, 1989

M E M O R A N D U M

JUNE 29, 1989

TO: BOSTON REDEVELOPMENT AUTHORITY AND
STEPHEN COYLE, DIRECTOR

FROM: WILLIAM D. WHITNEY, ASSISTANT DIRECTOR FOR
URBAN DESIGN AND DEVELOPMENT;
KRISTEN MCCORMACK, DIRECTOR OF MIDTOWN
CULTURAL DISTRICT DEVELOPMENT; AND
DAVID B. ROBERTS, PROJECT MANAGER
URBAN DESIGN AND DEVELOPMENT

SUBJECT: PUBLIC HEARING FOR COMMONWEALTH CENTER

EXECUTIVE

SUMMARY: This memorandum requests that with regard to a proposal to construct a mixed-use project in the Midtown Cultural District known as Commonwealth Center, that the Boston Redevelopment Authority (1) make findings required for the approval of, and approve, a Development Plan and Development Impact Project Plan for a Planned Development Area pursuant to Sections 3-1, 26A-3, 26B-3, and 38-12 of the Code; (2) authorize the Director to recommend to the Zoning Commission PDA designation for the Project; (3) approve and authorize the Director to execute substantially in the forms attached hereto the DIP Agreement, Cooperation Agreement, Land Disposition Agreement, Cultural Facilities Agreement, Chinatown Memorandum of Understanding, and License for Early Access, all conditioned upon the issuance of an Adequacy Determination under Article 31 of the Code; (4) recommend approval of exceptions and conditional use permits pursuant to Article 38 of the Code; (5) approve minor modifications to the Boylston-Essex Urban Renewal Plan; and (6) authorize the Director to issue an Adequacy Determination pursuant to Section 31-5 of the Code.

Introduction

Commonwealth Center Limited Partnership ("Proponent"), a limited partnership whose general partners include the F.D. Rich Company of Boston, Inc., and Casa Development Corporation, a wholly-owned subsidiary of A.W. Perry, Inc., requests approval of Commonwealth Center, a proposed two-phase development measuring approximately 1.7 million gross square feet including office, hotel, retail, cultural, day care and parking uses located in the Midtown Cultural District ("MCD").

June 29, 1989

On June 15, 1989, the Boston Redevelopment Authority ("BRA") held a public hearing on Commonwealth Center. At that hearing, the Board voted to take the project under advisement, thereby allowing additional time for the public to comment and for the proponent to address outstanding community concerns (letters referring to Commonwealth Center are attached in Tab 14). More specifically, concerns related to certain urban design questions as voiced by the Boston Society of Architects ("BSA"); to open space concerns, as set forth by the Greenspace Alliance and the Friends of the Public Garden and Common; and to certain abutter issues raised by Action for Boston Community Development ("ABCD"). Since the public hearing, the proponent has evidenced significant progress in addressing these concerns.

Urban Design Response

With regard to urban design concerns, the Keith Block tower has been shifted to the north and remassed, thereby creating a greater degree of separation between the two Commonwealth Center towers as viewed from the Boston Common, while maintaining the same distance from the south tower of the proposed Boston Crossing project. To further address the concerns of the BSA, the proponent has reduced the size of the floorplates in the Keith Block tower, while respecting the 400 foot height limit set forth in PDA-II.

Open Space Response

In response to concerns raised by the Greenspace Alliance and the Friends of the Public Garden and Common, the proponent has reduced the shadow impacts of the project further through shifting the Keith Block tower to the north. In addition, the proponent has undertaken a study to identify the opportunity for potential open spaces or public spaces on the Commonwealth Center site, such as a public seating area along Washington Street.

Response to ABCD

With regard to ABCD, an abutter located at 178 Tremont Street, the Commonwealth Center team has agreed to undertake a number of measures which respond their concerns. The proponent has agreed to: (1) recommend that ABCD participate in the jobs linkage programs for Commonwealth Center, as approved by the Jobs Trust; (2) work with ABCD to encourage Minority Businesses Enterprises within the Project; (3) help ABCD address and solve its parking needs on-site; (4) provide meeting space for ABCD within the Paramount Theater when it is available; (5) assist ABCD in finding additional facilities space within the vicinity of 178

June 29, 1989

Tremont Street; and (6) provide ABCD materials regarding job training and placement to tenants of the Project. These provisions are set forth in a Memorandum of Understanding with ABCD in Tab 11.

Site Description

The Project site is located on two city blocks between lower Washington Street and the Boston Common. The first block, known as Parcel 30, comprises approximately two-thirds of a block bounded by Tremont, Boylston, Washington and Avery Streets. The second block, known as the Keith Block, is located directly to the north of Parcel 30 and is an irregular corner site bounded by Washington, Avery, and Mason Streets. Together, these two blocks measure approximately 3.3 acres. A site location map is appended in Tab 2 of this book.

Development Program

The overall development of Commonwealth Center contemplates the construction of approximately 1.7 million square feet of gross floor area, approximately 1,158,991 square feet of which is proposed for Parcel 30, and approximately 557,655 square feet of which is proposed for the Keith Block (collectively referred to as the "Project"). More specifically, the program proposed for the Parcel 30 block includes approximately 750,000 square feet of office space, 311,028 square feet of hotel space (400 rooms), 97,963 square feet of retail space, and an additional 8,000 square feet of space for an 80-slot day care facility. The program for the Keith Block includes approximately 550,000 square feet of office space, approximately 7,655 square feet of retail space, and additional renovated space in the Paramount Theater for a 499-seat dance and a 199-seat performance facility. A fact sheet is appended for your reference in Tab 3 of this book.

General Appearance

The massing of the Commonwealth Center buildings reflects each of the uses housed in the Project. Two elements are located on Parcel 30: a 32-story, 403 foot-high office tower set back from the Boylston-Washington Streets intersection, and a 13-story, 155-foot high hotel, running west from Washington Street parallel to Avery Street, and stepping down to the Evans House, a six-story historic building on Tremont Street designated Category III by the Boston Landmarks Commission which will be preserved by the Proponent. The two elements on the Parcel 30 block are connected at the base by a retail galleria, which creates through block connections between Washington and Tremont Streets, and Avery and Boylston Streets.

June 29, 1989

The Keith Block contains a single 32-story, 400-foot high tower set back from Washington and Avery Streets and curved on the side which looks up Washington Street. Building materials proposed are granite for the Parcel 30 office tower, brick with stone accents for the hotel, and granite or limestone for the Keith Block office tower.

Phasing

Commonwealth Center is proposed to be built in two phases. Phase I includes all construction on the Parcel 30 block as well as the renovation of the Paramount Theater, located on the Keith Block. Phase II includes all new construction on the Keith Block.

Construction of Phase I is scheduled to commence in the Winter of 1989, with completion of the Paramount in the Spring of 1992 and completion of the Parcel 30 construction in the Fall of 1992. Construction of Phase II is expected to begin in the Spring of 1994 and conclude in the Spring of 1996.

Community Process

For the four years the Proponent has worked with the community to create the Commonwealth Center proposal at hand. Over these four years, the Project has changed quite considerably, most noticeably in the reduction of the number of towers, from four to two, and in the reduction of program, from 2.4 to 1.7 million square feet. The public benefits package has been refined as well, and is described in detail below.

During this period, the Proponent has held regular meetings with a number of constituent community and civic groups. Although all of the groups with whom the Proponent has met are not mentioned, provided below is a list of some of the parties more actively involved in the community process:

- Midtown Cultural District Task Force (and subcommittees)
- Boston Theater District Association
- Opera House
- Office of Arts and Humanities
- Action for Boston Community Development
- Chinatown South Cove Neighborhood Council
- Chinatown Economic Development Council
- Chinese Consolidated Benevolent Association
- Downtown Crossing Association
- Friends of the Public Garden and Common
- The Greenspace Alliance
- Boston Parks and Recreation Department

June 29, 1989

- Boston Society of Architects
- Boston Preservation Alliance
- Boston Landmarks Commission
- Massachusetts Historic Commission
- Historic Neighborhoods Foundation
- Neighborhood Housing Trust
- Neighborhood Jobs Trust
- Office of Jobs and Community Services
- Office of Neighborhood Services
- Boston Transportation Department
- MBTA

A Memorandum of Understanding with the Chinatown South Cove Neighborhood Council setting forth commitments the Proponent has made to this organization is appended in Tab 10 for your reference.

Letters received by the BRA regarding the Commonwealth Center proposal are attached in Tab 13.

The Midtown Cultural District

The Midtown Cultural District Plan was developed to guide the reemergence of Midtown Boston as a center of commerce, culture, and city life.

On January 12, 1989, the BRA adopted the MCD Plan (the "Plan") as the portion of the general plan for the city applying to the Midtown Cultural District. On March 6, 1989, the Boston Zoning Commission amended the Boston Zoning Code (the "Code") to incorporate Article 38 governing the Midtown Cultural District, thereby supplanting the provisions of the Downtown Interim Planning Overlay District in the Midtown Cultural District Special Study Area. Mayor Flynn signed the MCD Zoning into law on March 20, 1989.

Article 38 allows for the creation of Planned Development Areas ("PDAs") within three areas in the Midtown Cultural District. Commonwealth Center is located primarily in PDA-II, with a portion along Tremont Street located in the Boston Common and Public Garden Protection Area.

Commonwealth Center meets many of the objectives of the MCD Plan and substantially complies with Article 38.

Massing and Height in Substantial Accord

The Commonwealth Center proposal complies with the provisions of Article 38 that govern allowable building density and height.

June 29, 1989

The portion of Commonwealth Center that falls within the PDA-II area has an overall FAR of 12.16, with the FAR on the Parcel 30 block portion of 12.07, and the FAR on the Keith Block portion of 12.34. Thus, Commonwealth Center is well within the FAR standards for the PDA-II area, set at 10-14.

The portion of the Commonwealth Center proposal within the Boston Common and Public Garden Protection Area--or that portion of the Project within 100 feet of Tremont Street--has an FAR of 6.63. Article 38 sets the FAR limit for this area as 8-10.

Article 38 sets a height standard of 155 feet to 400 feet for PDA-II, and 155 feet within the Boston Common and Public Garden Protection Area. The proposed heights of the towers within the PDA area are 403 feet for the Parcel 30 tower, and 400 feet for the Keith Block tower, both of which are in substantial accord with the 400 foot height standard. The highest point of the Project proposed within the Protection Area is 155 feet.

It is therefore recommended that exceptions be granted for FAR and height.

Public Benefits

Article 38 requires that a Development Plan for a PDA propose a plan for public benefits. The developers of Commonwealth Center have proposed an extensive public benefits package, including a wide variety of innovative programs.

Day Care

The Commonwealth Center proposal meets the objective of the Plan to provide day care facilities for the growing Midtown workforce, thereby helping employers attract and retain qualified workers. The MCD Zoning requires that any project having a gross floor area equal to or exceeding one million gross square feet devote at least 12,000 square feet to day care facilities. Commonwealth Center complies with this requirement by siting approximately 8,000 square feet within the Project, enough space for an 80-slot facility. A 4,000 square foot day care facility accommodating 40 children will be provided off-site in the Chinatown area.

Commonwealth Center will also create a child care training program that directly links to the Project's day care centers. This program is further described below.

Cultural Facilities

The Development Plan for Commonwealth Center commits that the

June 29, 1989

Proponent will fully renovate the original Paramount Theater and divide it into two smaller theaters. The first theater is a new 499-seat theater, which will be located on the second level of the Paramount. The 199-seat theater will be used for professional dance, drama or music. These theaters will be equipped with related rehearsal, administrative and support spaces for the performing arts. Commonwealth Center's 1000-car parking garage will be available at discounted rates during the evening hours to provide easy and safe access to cultural activities.

In addition to renovation of the Paramount Theater, the Proponent will transfer to the City of Boston or its designee the air rights above the loading docks for the Keith Block phase (located on Mason Street) as a location for additional space for cultural facilities. This transfer will take place within 90 days of the issuance of the Certificate of Completion for development on the Keith Block. A Cultural Facilities Agreement which sets forth the details of these benefits is appended in Tab 9 for your reference.

As a benefit to the visual arts community, the Proponent has agreed to work with at least one local artist to identify opportunities for incorporating visual art in the public realm of the Project. The Proponent will appropriate funds for this collaborative effort for commissioned art work and artists' services, artist consulting fees, and temporary installation of artwork at various stages in the Project. The provisions of these benefits are set forth in the Cooperation Agreement, appended in Tab 7.

Housing Linkage

The Proponent intends to elect to make its Housing Linkage contribution by means of the Housing Creation Option. The Proponent will submit to the BRA, subject to approval of the Neighborhood Housing Trust, a Housing Creation Proposal for Parcels A, B, and C (formerly South Cove Urban Renewal Area Parcels R-3 and R-3A) in Chinatown, described below. A Draft of this Housing Creation Proposal is attached to the Memorandum of Understanding with Chinatown in Tab 10 of this book. In accordance with the Housing Creation Regulations adopted pursuant to Article 26, the Proponent will contribute a net present value of the linkage payment stream to fund this proposal.

A critical component of the MCD Plan is the creation of 500 housing units in Chinatown for the Asian community. To achieve this goal the BRA has set aside all five of its properties located in Chinatown to create housing units and supportive

June 29, 1989

community facilities.

The first of these properties to be developed will be Parcels A, B and C. R-3A Associates Limited Partnership, of which the Chinese Economic Development Corporation (CEDC) is the managing general partner, and the Asian Community Development Corporation (ACDC) were tentatively designated on September 29, 1988 by the BRA to develop Parcels A and B. Development on these parcels will provide approximately 260 residential units, two-thirds of which will be targeted towards low-and moderate-income residents of Chinatown. The Proponent intends to use a portion of the \$8 million housing linkage funds to assist CEDC and ACDC in underwriting the development cost gap of the affordable units and a supportive community facility on Parcels A, B and C.

Jobs Linkage

Commonwealth Center generates approximately \$1.6 million in jobs linkage. The Commonwealth Center team has proposed two jobs creation programs which, if approved, would commit approximately one-half of the jobs linkage for the Project. The remaining portion would be paid to the Jobs Trust, in accordance with the provisions of Article 26B of the Code. The two programs proposed by the development team are set forth below.

- English as a Second Language (ESL)

\$500,000 of Commonwealth Center's linkage contribution is proposed to be used to institute ESL programs. The language barrier that exists, particularly among Asians, is a concern raised by the Chinatown community that needs to be addressed. Commonwealth Center will fund 100 slots per year over a five year period at a cost of \$1,000 per person. The ESL program will be administered by local community providers in accordance with the provisions and guidelines of the Jobs Trust.

- Child Care Training

Commonwealth Center will establish a child care training program that directly links to the Project's day care centers. The program will offer entry-level training to Boston residents and upgraded training to individuals who currently work as teachers' aides in existing day care centers. This training program will ensure that the growing child care industry in Boston will have an adequate supply of qualified teachers. The estimated cost of this program is \$320,000.

June 29, 1989

Neighborhood Business Opportunities

The Commonwealth Center team will provide opportunities for neighborhood businesses that are interested in expanding their operations in the Midtown area and individual entrepreneurs who are interested in starting a business in the District. The development team has proposed two programs to help provide opportunities for neighborhood businesses and entrepreneurs:

- Program to Help Existing Businesses

Commonwealth Center will work with the Chinatown Neighborhood Council and Chinatown-based organizations to ensure the completion of a retail marketing study for Chinatown businesses. The retail market study will begin in January, 1990 and will be completed in June, 1990. A report generated from this study that describes neighborhood business opportunities will be distributed to Asian businesses and residents.

The Proponent will present leasing briefings to any businesses that are interested in moving or expanding their operations and the Commonwealth Center leasing program will work toward a goal of leasing 10 percent of its space to businesses owned, operated or franchised by Asian business people. The Commonwealth Center team will help interested neighborhood entrepreneurs obtain on-site opportunities.

- Program to Help Entrepreneurs:

The Proponent has proposed conducting seven small business workshops during one week each year beginning in 1990. These workshops are designed to target Asian businesses and entrepreneurs and to help Asian businesses find business opportunities within the Commonwealth Center.

Open Space and Public Realm

The Commonwealth Center project will provide significant benefit to the quality of open space and the public realm immediately adjacent to the Project and in the District as well. The Proponent will implement a number of measures to improve the condition of the streetscape of the site, which is currently in a deteriorated state. These improvements include sidewalk repaving, the installation of new lighting fixtures, and the planting and gardening of new trees, grass and shrubbery.

Further, the public realm of the Midtown Cultural District will be augmented and enhanced through the provision of through-block

June 29, 1989

public connections in the project, from Boylston to Avery and from Tremont to Washington Streets. These connections will provide safe and convenient access to the MBTA Orange and Green Lines, and all connections will be barrier-free.

The Project is designed to have minimum impact on the Boston Common, and in fact will provide significant benefit to this open space. The Proponent has worked with the Boston Parks Department, Friends of the Common, and the Greenspace Alliance and has changed the design of the Project to minimize wind and shadow impacts on the Boston Common. The shadow impacts of this Project combined with the proposed Boston Crossing project do not exceed the environmental impact standards of Article 38. It is recommended that final project approval be subject to the condition that the combined shadow impacts of the Commonwealth Center and Boston Crossing projects not exceed the environmental impact standards set forth in Article 38.

In consultation with the Boston Parks Department, the Proponent has voluntarily offered to fund certain maintenance and capital improvements to the Boston Common. This voluntary contribution includes an initial capital contribution of \$25,000, as well as an annual payment in perpetuity of \$50,000 for maintenance of the Boston Common. In addition, the Commonwealth Center development team has agreed to sponsor an "Annual Common Clean-up Day."

Fiscal Benefits

Not only does the development of Commonwealth Center represent an investment of over \$500 million dollars in the Midtown Cultural District, but it creates a new focus in the City of Boston that will attract thousands of visitors each year.

The construction of Commonwealth Center will require over 4,950 person years of construction time. When finished, the Project will house permanent jobs for approximately 6,300 persons, whose annual payroll will exceed \$137 million.

Commonwealth Center will generate for the City of Boston approximately \$9 million in annual property taxes when complete. As it currently exists, the site generates \$285,500 annually. In addition, Commonwealth Center will generate \$640,000 in net new City revenue through excise taxes on the hotel.

Transportation Improvements

The Commonwealth Center developers work to minimize adverse transportation impacts of their project. To enhance the attractiveness of accessing the project by mass transit, the

June 29, 1989

Proponent will provide a new entrance to the Chinatown outbound Orange Line stop.

In addition, the Proponent has committed to undertake the following actions to mitigate traffic impacts of the Commonwealth Center project:

- Parking discounts will be provided for drivers who enter the lot before the morning rush hour. Parking surcharges will be imposed on drivers who exit the lot during the evening rush hour.
- Ride-sharing will be promoted by the developers. Priority parking spaces will be reserved for ride-sharing vehicles and discounts will be provided to employees who participate in the ride-sharing program. A CARAVAN information data bank for all employees and tenants of the building will be recommended by the developers.
- The use of mass transit will be encouraged through on-site MBTA pass sales and transit awareness programs. Employers will also be encouraged to subsidize MBTA passes for their employees.
- Lower rates will be provided to Chinatown residents who choose to park in the garage during the off-peak hours (evenings, Saturdays, or Sundays), during snow emergencies; and during street cleanings.
- The garage will provide off-hours parking to major cultural institutions, and reduced rates will be offered to shoppers and theater-goers.

In order to ensure these and other measures are implemented to mitigate the impact of development on the Midtown transportation network, the Proponent has formed the Midtown Cultural District Transportation Management Association with other developers in the area. With the assistance of the Boston Transportation Department, this Association will serve as the entity which coordinates area-wide traffic improvement measures in the District.

The Project will require a Conditional Use Permit for Parking, a Parking Freeze permit for all proposed commercial spaces, and an exemption from the Parking Freeze for any spaces devoted solely to tenants of the Project.

Relocation Plan

June 29, 1989

In accordance with Section 38-17 of the Midtown zoning, the Proponent has submitted a Relocation Plan for the Commonwealth Center Project Site, appended to the Development Plan and DIP Plan in Tab 5. This section of the Code provides that any Development Plan submitted to the BRA for approval shall "provide a plan for relocation assistance for any resident, or store primarily serving the local retail business needs of residents of the neighborhood, grocery store, or local eating place with street frontage which will be directly displaced by the Proposed Project." The Evans House is the only building within the Project site that contains tenants fitting these eligibility requirements.

Development Review Requirements

The Project is subject to the Development Review Requirements of Article 31 of the Code. The environmental review process for Commonwealth Center commenced on May 2, 1988 with the filing of a Project Notification Form, to which the BRA responded on June 1, 1988 with a Scoping Determination, setting forth components of which the Proponent would be required to study environmental impacts and mitigation measures. On May 16, 1989 the Proponent submitted a Draft Project Impact Report for the Project. This Report is currently under review by the BRA.

Having yet to receive a Preliminary Adequacy Determination from the BRA and to assemble a Final Project Impact Report, the Commonwealth Center Team is roughly halfway through the City's (and the State's) environmental review process. Therefore, it is recommended that final approval be subject to the satisfactory mitigation of the Project's impacts, as determined by the BRA through an Adequacy Determination. It is requested that the BRA Board authorize the Director to issue the Adequacy Determination upon completion of the review by the BRA of the DPIR and FPIR.

PDA and DIP Requirements

Commonwealth Center has requested several actions from the BRA Board necessary for the Project to proceed. Because the Proponent is seeking a PDA zoning designation for the site, a Development Plan is required to be submitted and approved by the BRA Board. In addition, Articles 26A and 26B of the Boston Zoning Code require that the Board approves a Development Impact Project ("DIP") Plan which outlines the linkage obligation of the Commonwealth Center Limited Partnership. These two documents, the Development Plan and DIP Plan, are combined into a single document and attached in Tab 5 to this memorandum for the Board's approval.

June 29, 1989

A Cooperation Agreement (in relation to the Development Plan) and DIP Agreement (in relation to the DIP Plan) are also appended in Tabs 7 and 6, respectively. The Proponent requests that the BRA Board authorizes the Director to enter into these agreements substantially in the form appended hereto, thereby making enforceable the provisions of the Development Plan and DIP Plan.

BRA Parcel of Land

In addition to the above actions, the Proponent requests that the BRA Board take certain actions in relation to a small parcel of land within the Project site that the BRA owns and which the Proponent wishes to purchase. This parcel of land, known as Parcel B-1 in the Boylston-Essex Urban Renewal Plan, is located at the northwest corner of Boylston and Washington Streets. Its address is 1-21 Boylston Street, and it measures 6,814 square feet. A newspaper stand, surface parking lot for 17 automobiles, and MBTA kiosk for outbound service from the Chinatown stop on the Orange Line currently occupy the site.

This memorandum requests that the BRA Board authorize the Director to enter into a Land Disposition Agreement ("LDA") for the sale of this parcel to the Commonwealth Center Limited Partnership. This document is attached in Tab 8 for the Board's review. Section 40J Disclosure Statements are attached in Tab 11 for the Board's review.

The LDA contemplates that the BRA dispose of the land but reserve certain rights to allow the MBTA to redesign and make handicapped-accessible the Chinatown outbound Orange Line Station on the parcel. The developers of Commonwealth Center have committed to incorporate the design of this station into the lobby of the Parcel 30 office tower.

This memorandum requests that the BRA Board make minor modifications to the Boylston-Essex Urban Renewal Plan, as set forth in the Resolutions attached in Tab 4 hereto.

In addition, the developer has requested early entry onto the BRA-owned parcel to conduct geotechnical studies. A License for Early Access is attached as in Tab 12.

CONCLUSION

Approval of Commonwealth Center would be contingent upon the issuance of the Adequacy Determination, the execution of any Cooperation Agreements pursuant to Article 31, the Boston Transportation Department's certification that a Transportation Access Plan Agreement has been executed, and the Office of Jobs

June 29, 1989

and Community Services' certification of compliance with requirements regarding a Boston Resident Construction Employment Plan, and a Memorandum of Understanding and First Source Agreement for the Voluntary Employment Plan.

Attached in Tab 4 is a Resolution of the Boston Redevelopment Authority regarding the Commonwealth Center Development Plan for a Planned Development Area. This document incorporates the extensive public and BRA review process and presents findings which conclude that the PDA for Commonwealth Center satisfies the PDA Plan criteria as set forth in Sections 3-1A, 38, 26A, and 26B of the Code and that the Development Plan and DIP Plan "conforms to the general plan for the city as a whole" and is not "injurious to the neighborhood or otherwise detrimental to the public welfare."

An appropriate vote follows:

VOTED: That the Authority hereby adopts the above-mentioned Resolution entitled "Resolution of the Boston Redevelopment Authority Regarding Commonwealth Center Development Plan and Development Impact Project Plan," and dated June 29, 1989, consisting of 29 pages, and the Authority specifically adopts the findings incorporated therein, and specifically adopts the Resolves that are outlined in the last four pages of said Resolution.

Doc # 5193
6/29/89

PUBLIC BENEFITS



SUBMITTED BY:

CAMPEAU MASSACHUSETTS, INC.

ONE AVENUE DE LAFAYETTE
BOSTON, MASSACHUSETTS 02111

PUBLIC BENEFITS



MAY, 1989

SUBMITTED BY:

CAMPEAU MASSACHUSETTS, INC.

ONE AVENUE DE LAFAYETTE
BOSTON, MASSACHUSETTS 02111

TABLE OF CONTENTS

1

INTRODUCTION

2

PROJECT HIGHLIGHTS

3

HISTORY

4

URBAN DESIGN &
LAND USE

5

CULTURAL FACILITIES

6

CHINATOWN

7

CHILD CARE

8

HOUSING CREATION

9

JOB CREATION

10

TRANSPORTATION

11

FISCAL & ECONOMIC
BENEFITS

INTRODUCTION

We, of today, are but the passing custodians of all those visible and the authentic memorials which time and progress have yet spared to us. They belong not to us but to history. We can tear down, but who shall build up again?

Samuel Adams Drake 1899

"When a city begins to grow and spread outward from the edges, the center which was once its glory... goes into a period of desolation, inhabited at night by the vague ruins of men...

Nearly every city I know has such a dying mother of violence and despair where at night the brightness of the street lamps is sucked away and the policemen walk in pairs.

And then one day perhaps the city returns and rips out the sore and builds a monument to its past."

John Steinbeck

INTRODUCTION

One of the remarkable qualities about Boston is the city's ability to translate good intentions into action. The concept of community-based planning is not simply a theory or an idealistic program, and the Midtown Cultural District Plan, which is the culmination of four years of community based planning, is proof of that.

Community based planning demands that all of us who share in the potential of the community, share in the responsibility to forge our varied visions into a workable unity. This is a challenge that ultimately strengthens our community, and makes the effort well worth the results.

Boston Crossing is an important player in this process. It will bring new vitality to the downtown—vitality that will result in a carefully conceived development that is sensitive to the needs of the community and promotes expansion of the local economy. Boston Crossing will contribute to the development of the City's Midtown Cultural District, assist Chinatown in expanding its affordable housing stock, and provide Boston residents with a wide variety of job opportunities. These are benefits not only for the local community, but for the city as a whole.

Boston Crossing means a partnership with the Midtown Cultural District Task Force and the arts community to achieve the vision of an enhanced and culturally vibrant

Midtown. It means new economic strength and support for Chinatown and the Asian community. Boston Crossing will provide improvements to public transit stations and generate new tax revenue for the city. Thousands of new jobs will be created as a result of Boston Crossing as well as new child-care facilities and job training programs.

Ultimately, Boston Crossing will guide the renewal of Boston's Midtown. It will be the driving force that will return Boston to its traditional role of linking the neighborhoods and districts of Boston together.

At the turn of the last century Boston's downtown was the very heart of what made this a great American city. It was the crossroads where its citizens lived, worked, shopped and celebrated the culture of Boston.

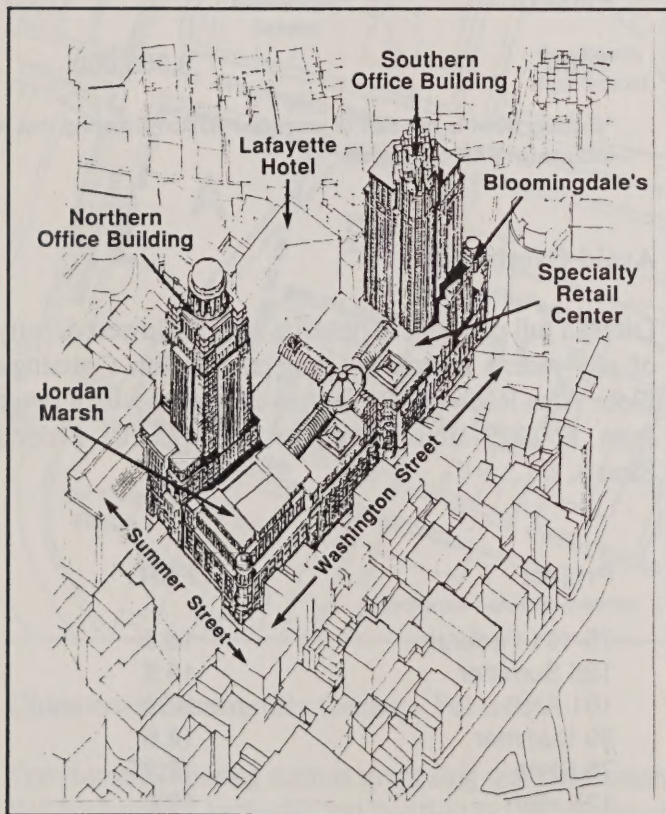
Sometime in the middle of the 20th Century, downtown lost its pre-eminence. But the approaching turn of the next century holds the opportunity to restore downtown's and midtown's leading roles in the Boston region. Boston Crossing will help make that future all the more promising for the communities and people that make up this great American city.

PROJECT HIGHLIGHTS

PROJECT HIGHLIGHTS

Specialty Retail Center Lafayette Place

Redesign of what many consider a failed experiment in urban design. The new specialty retail center at Boston Crossing which connects Jordan Marsh to Bloomingdale's will feature an open circulation plan that reinforces the historic pattern of short blocks and narrow streets. The retail center will create an inviting urban space that will extend pedestrian activity and complete the replacement of the combat zone.



Bloomingdale's



Addition of the first (and perhaps only) major flagship department store to the downtown area in this century. Bloomingdale's will transform the corner of Avery and Washington Streets into a lively mixed-use activity area. The Bloomingdale's tradition of dramatic merchandising will go far in making this area a focal point of the Midtown Cultural District.

Jordan Marsh



Reconstruct the existing suburban-style store to a center city landmark. The downtown store will be the company's flagship for the twenty-first century. The design of the new Jordan Marsh will re-establish a strong presence at the key Summer-Washington Street corner, restore the streetwall lost in the early sixties, and complement the spectacular Wm. Filene's & Son's facade.

Parking Facilities

Add a new 700-1000 space parking garage under Bloomingdale's to reduce the project's impact on parking facilities in the area. In combination with the 1,024 spaces existing underneath Lafayette Place, the project will provide one of the largest facilities in Boston to serve shoppers, office workers, visitors and restaurant and theater patrons.

Consistency with Established Guidelines

Provides a balanced mix of uses - a critical component to the Midtown Cultural District Plan.

Development Program

Office	1,449,500
Retail	1,425,500
Hotel*	413,000
Day Care	12,000
Athletic Club	55,000
Gallery/Museum	10,000
Parking	
Total	3,365,000

*Existing hotel is not part of proposed Boston Crossing, but is included in FAR calculation.

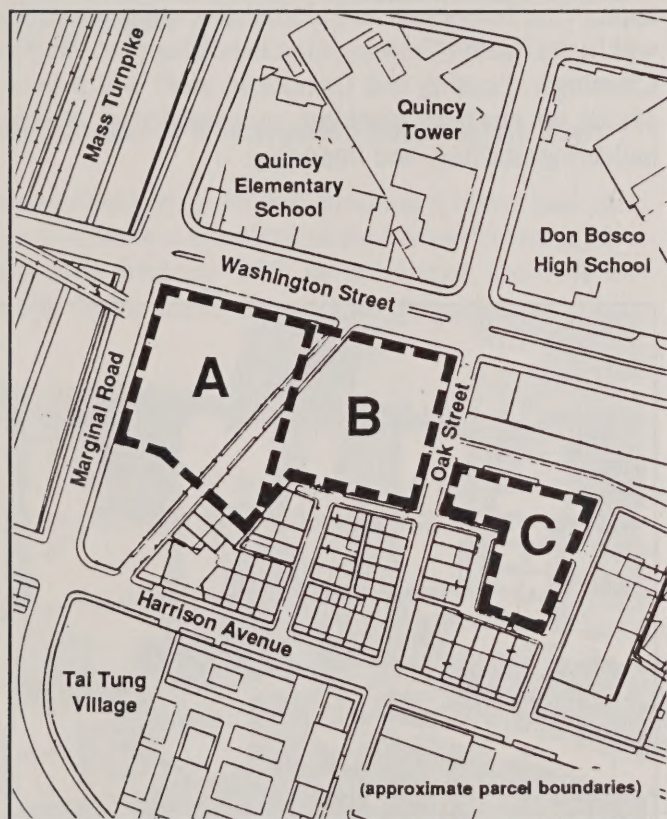
Avoid Overbuilding

Offers a full program of benefits with the lowest density of any recent downtown project. Boston Crossing's Floor Area Ratio (FAR) of 9.36 compares with a range from 12 (125 High Street) to 16.5 (75-101 Federal Street).

Project	FAR
75-101 Federal	16.5
125 Summer	14.5
101 Arch	12.9
99 Summer	12.6
75 State	12.25
125 High	12.0
73 Tremont	11.67

Chinatown Housing

Boston Crossing's linkage contribution of approximately \$15 million will be the largest contribution made to the city to date. Through the Housing Creation Option, the funds will provide an opportunity for the creation of affordable housing in Chinatown on Parcel R3/R3A, also known as Parcels A and B.



Chinatown Community Center - Parcel C

The Boston Crossing team is proposing that the Boston Redevelopment Authority approve the use of a portion of its housing linkage contribution (if available after the development of Parcels A and B), to develop a community center on Parcel C. The center could serve the residents of the newly created housing as well as the current residents of Chinatown.

Retail Jobs Academy

Boston Crossing will propose to the Neighborhood Jobs Trust that a portion of its jobs linkage funds be used to establish a program to train entry-level retail workers. Boston Crossing will work together with the Human Resource Department of Jordan Marsh, and locally based service providers to develop a curriculum for a retail training academy. Boston Crossing will generate over 11,000 entry-level and management jobs, 4,000 of which will be positions in retail. Residents of nearby neighborhoods will be trained and recruited for these positions.

English as a Second Language (ESL)

Boston Crossing will propose to the Neighborhood Jobs Trust that a portion of its jobs linkage be used to fund English as a Second Language programs for the Asian Community. The establishment of an ESL program will better equip the Asian community to address the language barriers that face them. While language training is critical for the economic advancement of this population, the ESL programs that exist are oversubscribed and the availability of instructors is limited. The developers of Boston Crossing are currently working with the Chinatown Neighborhood Council Social Services Subcommittee and local service providers to determine how to maximize effectiveness of these funds and to place the graduates with better jobs.

Bilingual Recruitment Program

The personnel department and human resource department at Jordan Marsh are identifying jobs where a strong command of English is not essential. They are reviewing the strategy of hiring bilingual supervisors in order to offer such jobs to neighborhood residents.

Construction Training Programs

Boston Crossing will propose to the Neighborhood Jobs Trust that a portion of its jobs linkage be used to fund Construction Training Programs. By providing funds for pre-apprenticeship training, Boston residents interested in the construction industry will be able to learn more about the field and develop skills that will enable them to actively participate in the construction of Boston Crossing. The project will provide over 3,000 direct construction jobs and generate payroll in excess of \$160 million.

Cultural Facilities

The proponents of Boston Crossing have been actively exploring various locations for the construction of two black-box experimental theatres in Midtown. Potential sites that have been studied include existing theatres in the District, various locations within the project, and properties within close proximity to Boston Crossing.

Child Care Facilities

Boston Crossing will provide 12,000 square feet of child care space. The development team is currently reviewing locations for facilities both on- and off-site. Child care facilities will be a valuable amenity, not only to the project but to the residents of nearby neighborhoods working at Boston Crossing.

T-Station Improvements

Boston Crossing will join the Kennedy's building in upgrading and managing the Downtown Crossing station. Bloomingdale's will add a new entrance to the Chinatown station at the corner of Hayward Place and Washington Street.

Neighborhood Business Opportunities

Boston Crossing will work with a neighborhood-based broker to establish an affirmative marketing plan targeted towards neighborhood businesses to ensure access to business opportunities within its project.

Boston Crossing will work together with the Chinatown community and the Business and Cultural sub-committee of the Chinatown Neighborhood Council to identify appropriate businesses and prospective start-ups which will fit the Boston Crossing merchandising plan. Boston Crossing's Leasing and Operations staff will provide advice on business planning, merchandising, design, budgeting, staffing, and financing.



Bull Market Merchandising

Boston Crossing will provide space for at least twenty pushcarts within the Specialty Retail Center. The developers of Boston Crossing will purchase the carts and rent them to vendors on a monthly basis. The pushcart program will provide opportunities for prospective retailers and craftspeople to try entrepreneurial concepts at minimal investments.

Boston Resident Construction Employment Plan

The development team will structure a hiring plan that aims to achieve at least 50% of the Boston Crossing job's for Boston residents, 25% for minorities, and 10% for women during the construction of the project.

Boston Residents Voluntary Employment Plan

Upon completion of the project, the Boston Crossing development team will encourage tenants to make avail-

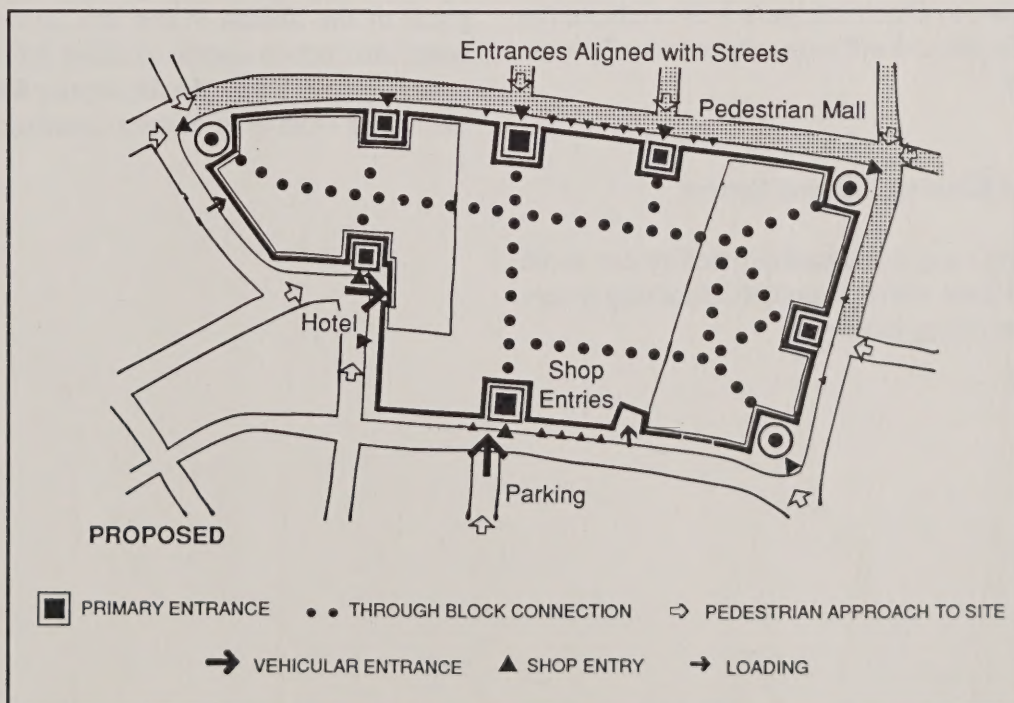
able 50% of employment opportunities created by the project to Boston residents, at least 30% to minorities and at least 50% to women. Nearby residents will be especially sought for their increased job loyalty and reduced impact on transportation systems. Chinatown is the nearest residential neighborhood to Boston Crossing.

Eliminate Lafayette Place's Fortress-like Grey Brick Facade

Windows, doors, and other human-scale elements will replace Lafayette Place's forbidding facade, creating a lively street environment.

Re-establish Pedestrian Pathways

Boston Crossing will feature thirteen pedestrian entrances, and through-block connections at frequent intervals. The pedestrian pathways complement the historic pattern of the Ladder Blocks and narrow streets.



Activate Chauncy Street

Chauncy Street shop-fronts and visible escalators will connect the pedestrian entrance to the main level and the access to Washington Street above. Jordan Marsh will add a Chauncy Street entrance.

Replace Shops along Washington Street

As many as eight shops will reactivate and animate the pedestrian environment.

Extend Washington Street Pedestrian Zone

Boston Crossing will extend Downtown Crossing's uniquely successful street-level activity four blocks south on Washington Street into the Midtown Cultural District.

Highlight the Opera House Facade

A major entrance to Bloomingdale's will celebrate the Opera House facade and will attract thousands of pedestrians each day.

Neighborhood Evening Parking Spaces

Boston Crossing's expanded parking facility can serve Chinatown residents with a portion of the parking spaces at reduced rates during evenings.

Relieve Westbound Traffic in Chinatown

Boston Crossing's engineers are working with area developers and the Boston Transportation Department to improve the flow of westbound traffic by widening Hayward Place and Harrison Avenue Extension.

Traffic Management Association

Boston Crossing's developers are working toward establishing a Transportation Management Association for the Midtown/Downtown/South Station area. This group will work to improve vehicular and pedestrian traffic in the area, reduce traffic congestion; minimize vehicular impact on air quality and ensure effective utilization of parking opportunities in the area.

Infrastructure Improvements

Developers of Boston Crossing will upgrade and modernize the existing sanitary and storm drainage system. In addition, the project proponent is considering the upgrade of the Boston Water and Sewer Commission's water distribution system to allow for the separation of domestic service from the fire service for buildings in the immediate vicinity of Boston Crossing.

HISTORY

HISTORY

Introduction

The history of downtown Boston can be viewed from a remarkable number of perspectives, but most relevant to the development of Boston Crossing is the history of this area as a focal point for the city's vitality in retailing. The development of Boston Crossing, unlike many projects currently being developed in the City, does not involve the historic restoration of an existing building. In a larger sense, however, there is a very important aspect of preservation and restoration, not of buildings or streets, but rather of traditions that extend back to the very beginning of the city's physical and economic structure.

Much has changed since the downtown area emerged as the natural crossroads of trade, culture, politics and daily life in one of America's great cities. The past few decades have brought dramatic shifts in what T.H. White called the changing ballet of Boston neighborhoods. Like many other urban centers in America, Boston is a different city — both demographically and economically — than it was a hundred, or even fifty years ago.

However, with all that has changed there are still important lessons to be learned from the history of Boston and its downtown. Lessons that play an essential role in the future of the city and the potential of a project such as Boston Crossing.

The Commercial Hub of New England - the 1800's

Following the Civil War, Boston established itself as the dominant trading city for New England's prosperous textile industry. Downtown Boston was unquestionably the most active dry goods wholesale and retail district in the Northeast. If the new Back Bay was to become the cultural and educational center of New England, downtown would retain its importance as the link and crossroads of the city's various neighborhoods and centers.

Certain attractions of the downtown were required stops for a visit to Boston. Bill Park's Hotel enjoyed a reputation as the famous "Home of the broiled live lobster." The Theater Comique, later the Adelphi, was one of the cultural landmarks of the area. Unrivaled in popularity with visitors, shoppers, and downtown workers alike was the Aquarial Garden with its "piscatorial inhabitants swimming around in a setting of sea ferns." At some point P.T. Barnum took over the Aquarial Garden and added a few lions and tigers, but apparently most Bostonians continued to prefer the fish and ferns.

In some ways the decade following the Civil War was a final look at the city that had grown out of its colonial roots. Within a few years Boston would change dramatically, in part because of growth, land-fill and development, but to a great extent because of the catastrophic events of a single night. The downtown area would change, but its retail vitality and commercial importance would become a link to the past.

Boston Rebuilds - The Great Fire of 1872

Boston had been plagued by disastrous fires for centuries, but none the equal of the Great Fire in November of 1872. The destruction is almost impossible to imagine. In total, 776 buildings were destroyed along with 65 acres of the Boston landscape. One writer described the fire as "turning block after block of stone buildings into lurid skeletons and rubble, it transformed a bustling city into a hideous graveyard of wasted architecture."

The swiftness of the catastrophe was matched by the speed with which Boston rebuilt. Equally remarkable was what emerged in the new fireproof materials and Victorian motifs: a new downtown to serve the needs of the city well into the coming century.

In 1880 Jordan Marsh built its new store at the corner of Washington and Avon Streets. When the clock tower was completed the Boston Post described the store as, "surpassing anything attempted in New York or Philadelphia." The clock tower inspired J.F. Thayer to write, "The octagonal, hipped roofed tower symbolizes Jordan's image of itself as the finest and biggest store the world has ever seen."



Jordan Marsh Circa 1895: Looking North on Washington Street

The new downtown was a marvel of stores and attractions. By the turn of the century it was the very heart of a city that enjoyed everything from the nation's first subway system with its sparkling marble lined stations, to an emerald necklace of parks and spaces rivaling the great centers of Europe. It was a downtown that boasted some of the world's most renowned department stores, including Filenes, Gilchris, Stearns, Kennedys and Simons.

The intersection of these retailing giants was, according to Walter Muir Whitehill, "the most frequented in the city." The result of all this was a downtown where people came not just to shop, but to experience the energy and excitement of everything that makes a city great: it's music, theaters, parks, restaurants, and neighborhoods. Prosperity was fueled by a booming regional economy, and what fueled the downtown economy was a booming retail trade.

Changing Patterns - the 1950's

The changes that took place in Boston following World War II were not as sudden as the transformation following the Great Fire. Nevertheless they altered the role of the downtown area far more significantly. The urban puzzle of communities, transportation, commerce and culture was shifting throughout the 1950's, and as it shifted the downtown area lost its prominence as a retail center.

During the same period Americans invented the new suburban lifestyle, and the shift in demographics and economic patterns only aggravated a growing set of problems for the downtown. As the years passed, and the so called "Combat Zone" became entrenched alongside the once great retailing center, it was hard to imagine a combination of factors that could restore the downtown to its prominence and vitality.

The answer finally came in the seventies with the dramatic urban renaissance of the American city, and the remarkable turn-around of Boston's downtown. By the mid-seventies this momentum created a new urban landscape in Boston, and renewed confidence in the economic future of the city. Along with that confidence came an awareness that the downtown area was too important to be lost as a center for culture, community, business and retailing.

Boston Crossing - At the Turn of a Century

All the compelling reasons and opportunities for the downtown area to serve as the heart of a city facing a new century have now returned to Boston. Indeed the "historic preservation" of resources less tangible than buildings and streets, is now viewed as a necessity for the future. One of these resources is the traditional role of downtown as a force to promote economic strength which in turn promotes cultural enrichment, and the enhancement of diverse communities and neighborhoods.

Boston Crossing has the advantage of being part of a downtown rich in history and experience from which to draw its lessons for the future. It can answer the question posed by Samuel Adams Drake in 1899 at the turn of the last century when he wrote, "We, of today, are but the passing custodians of all those visible and authentic memorials which Time and Progress have yet spared to us. They belong not to us but to History. We can tear down, but who shall build up again?" Boston Crossing will be part of the building up of a new and vital downtown for one of America's great cities at the turn of this century.

**URBAN DESIGN &
LAND USE**

URBAN DESIGN AND LAND USE

Overview

The proposed Boston Crossing project, when approved, will provide a dramatic and positive change to Boston's urban landscape. In keeping with the goals and policy objectives set forth in the Midtown Cultural District Plan, Boston Crossing will expand upon and solidify the City's business activities by extending retail and commercial uses along Washington Street.

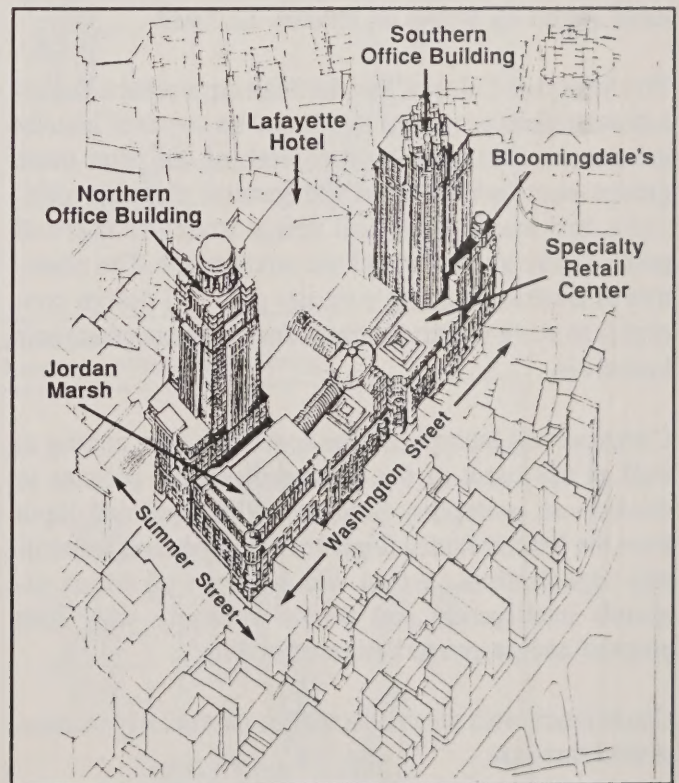
Boston Crossing will provide the major investment necessary to not only reverse the problems of Lafayette Place, but also to trigger the revitalization of the Midtown Cultural District. The project will provide a mix of uses which will encourage a healthy interaction among several distinct neighborhoods. Boston Crossing's mixed-use development program will direct the city's office economy by extending commercial uses to large, underutilized parcels on the Bedford/Essex Corridor. Through its design, Boston Crossing will link the Midtown Cultural District, Chinatown, the Financial District and the business sector in the Prudential/Copley Square area.

Boston Crossing will contribute significantly to the revitalized texture of the central city. The approach used in designing Boston Crossing recognizes and celebrates the essential characteristics of its surroundings while adding something new to the city's fabric:

- It will be fully penetrable and accessible at ground level.
- On the skyline, higher portions of the office building will integrate with the scale and massing of surrounding structures.
- Where comparably tall buildings are not near-by neighbors, Boston Crossing's office buildings will be set back unusually far from the surrounding street walls to preserve street-level sidewalk environments.

Simultaneously, the critical economic dependencies between the department stores and specialty shops, office, hotel, and restaurants, will be well served by the physical plan of the site and its relationship to the surrounding neighborhoods.

Campeau has been working closely, and will continue to work, with the Boston Redevelopment Authority, the Midtown Cultural District Task Force, the Boston Preservation Alliance, the Chinatown community and other neighborhood groups to refine the architectural and programmatic details of the development project. Careful attention will be given to facade treatments, heights, massing and site circulation to ensure that the design meets the goals and objectives of the Midtown Cultural District Plan.



The Aerial View of Boston Crossing

Boston Crossing Will be Consistent with Established Guidelines

A great deal of public attention has been focused on the Midtown area of Boston over the last five years. The Boston Redevelopment Authority, the Midtown Cultural District Task Force, the Downtown Crossing Association, the Chinatown community, and other community organizations have been working together to develop a plan that will guide economic growth to the Midtown area.

In 1987, the Downtown Interim Planning Overlay District was adopted, setting interim height and density levels for the area. In 1988, years of community planning efforts culminated in the Midtown Cultural District Plan, which was approved by the Boston Redevelopment Authority Board on January 12, 1989.

The Midtown Cultural District Plan represents a culmination of ideas generated by a broad spectrum of interest groups. As illustrated by the depth of the plan, these groups successfully translated general planning principles into management and design strategies that will guide development through the next decade. The objective of Boston Crossing's master plan and design concept is to work within the guidelines of these grassroots initiatives.

Campeau will incorporate the specifics of the zoning as well as the intent of the community based policies to develop an exemplary project. With continual input from the Boston Redevelopment Authority and community organizations, a plan will be prepared which responds intelligently and works creatively with both adopted and proposed design objectives.

Consistency with area plans will be particularly demonstrated through:

- Location of retail and office elements.
- Cooperation with the Boston Transportation Department in street widening and traffic management as

well as the provision of improvements to public transportation.

- Massing and heights consistent with area plans and community interests.
- Attention to street-level activity and design - facade treatment, lighting, signage and streetscape.
- Maintenance of moderate scale densities over the full site.
- Establishment of through-block pedestrian circulation.
- Contribution to Cultural District facilities
- Provision of day-care.

Design Concept

Boston Crossing provides a balanced mix of uses—a critical component to the Midtown Cultural District zoning. Boston Crossing accomplishes this objective with significantly less density than any other recently completed or proposed major project in the downtown area. Yet the project will offer the greatest fiscal and economic benefits and make the largest contributions to date to affordable housing and jobs creation. Perhaps most importantly, Boston Crossing will repair the damage done the downtown urban fabric by the introduction of fortress-like and suburban style retailing at a key, central location.

The primary design objective of Boston Crossing is to implement the Midtown Cultural District strategies. The project will reinforce Boston's retail core and maintain its tradition of strong, multi-service department stores. Equally critical to the Midtown Cultural District Plan's success, Boston Crossing will provide a major pedestrian-oriented area that will attract a diversity of people and promote a variety of activities.

Boston Crossing will implement the highest standards of architectural design and construction, emphasizing variety, texture, quality, materials and street-level finishes. Finally, the project will establish a site plan which corrects the mistakes of the past by restoring ground-level circulation through the project in the historic pattern of the ladder blocks and by providing an attractive, welcoming streetscape design.

Jordan Marsh

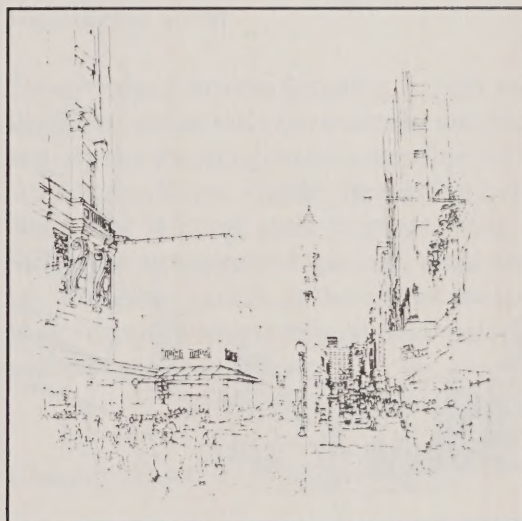
Jordan Marsh's downtown store will be rebuilt as the company's flagship for the twenty-first century. The five-story, full-block department store will open to the street and tie into a six-level specialty retail center. The design of the new Jordan Marsh store will re-establish a strong presence at the key Summer-Washington Street corner, restore the streetwall lost in the early sixties, and complement the facades of the surrounding structures.



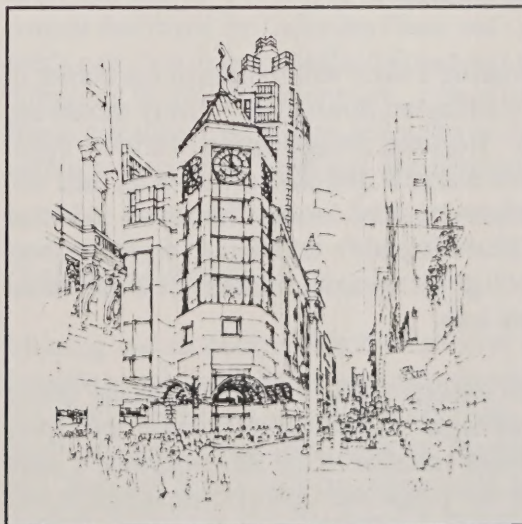
Jordan Marsh Circa 1895: Looking North on Washington Street

The exterior treatment of the rebuilt store will reflect the scale and detail of the historic Jordan Marsh store that was previously on that site.

Its urban rhythms and human scale elements will be an appropriate addition to the historic feeling of old Boston. A majestic clock tower, much like that of the turn-of-the-century Jordan Marsh store long since gone from the site, will rise over the entrance to the store at the corner of Summer and Washington Street. The new store will be a commercial palace for the turn of the next century.



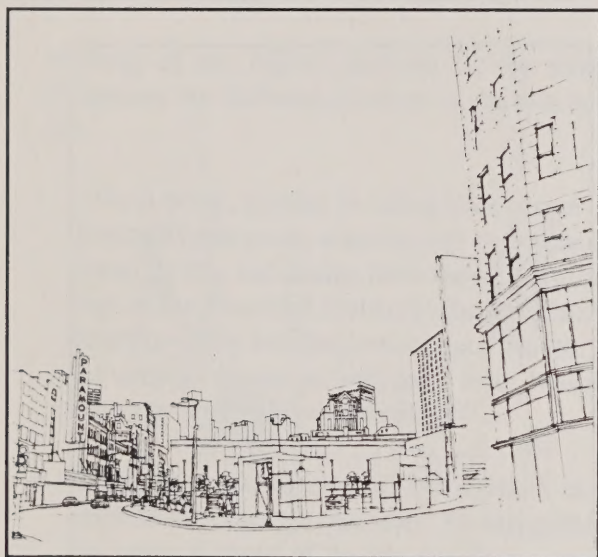
Jordan Marsh: Existing Condition at Corner of Summer and Washington Streets



Proposed Jordan Marsh at corner of Summer and Washington Streets.

Bloomingdale's

A five-story, full service, Bloomingdale's department store will anchor the southern end of Campeau's development, establishing high quality retail vitality at this focal point of the Midtown Cultural District. As the chain's New England flagship store, rightly located in downtown Boston, Bloomingdale's will feature entrances on Washington Street, Avenue de Lafayette and Avery Street.



Existing Conditions at Corners of Avery and Washington Streets

The Bloomingdale's store will transform the corner of Avery and Washington Streets into a lively mixed-use activity area. Regional transportation facilities, major store entrances and new first class commercial uses will provide a welcoming front door to Chinatown and other users. The Bloomingdale's tradition of dramatic merchandising will go far towards reinforcing a lively visual image for this area.

The facade of Bloomingdale's and the specialty center will restore the street wall condition opposite the Opera House. A major entrance to the Bloomingdale's store will celebrate the spectacular Opera House facade across Washington Street and will allow shoppers a view of the facade from internal circulation routes.

Specialty Retail Center

The new specialty retail center which connects Jordan Marsh to Bloomingdale's will feature an open circulation plan that reinforces the historic pattern of short blocks and narrow streets. It will also invite pedestrians into and through the center on all sides.



Proposed Bloomingdale's at Corners of Avery and Washington Streets

A new facade, segmented with a variety of materials at a scale appropriate to the multiplicity of services and tenancies inside will replace the gray brick. New entrances indicative of the grand public spaces within will align with and be visible from West Street, Temple Place and Bedford Street. Easy circulation and intensive retail activity will extend horizontally and vertically through the six-level specialty area. The contrast with the existing Lafayette Place will be striking.

Office

Boston Crossing's architects are designing office buildings specifically tailored to the design quality and potential of the north and south ends of the site. The office buildings require minimal ground-level area with small, high-quality entrances at street level. At the corner of Washington and Hayward Place, office workers and visitors proceed directly to an upper-level where an elegant office lobby can be created without removing essential retail space at the street level.

Massing of the higher portions of the development recognizes the different contexts at the two ends of the site:

- a focal-point, skyline building rises above the new Jordan Marsh store, standing out by virtue of exceptional profile and design from the larger office buildings of the Financial District to the north and east. At street level the building maintains a six-story character with the tower set well back from Washington, Summer and Chauncy Streets.
- The office building over Bloomingdales expresses a very different design character. Its design responds to the unusual shape of the site and forms an exciting composition with the two towers proposed for Commonwealth Center. The street level character is maintained at five or six stories—appropriate to the essential retail/pedestrian character of Washington Street.

Pedestrian Environment

The Boston Crossing design considers the pedestrian environment a critical element in the organization of the project. Consequently, the design provides a pattern of street level circulation throughout the site, interweaving it with pedestrian pathways in surrounding districts. The success of the major retail components of Boston Crossing will be integral to the success of its pedestrian systems - providing clear access to all the Boston Crossing uses - a system which highlights clarity, variety, and interest to keep pedestrians coming for more.

The proposed ground-floor circulation plan is in sharp contrast to the pedestrian network available today. No fewer than nine significant pedestrian entrances are planned with interconnections among elements throughout the project. In addition, the perimeter will be penetrated with individual storefronts along Washington and Chauncy Streets.

In particular, Boston Crossing enhances the pedestrian environment in the following ways:

Washington Street

The proposed Boston Crossing project will provide a lively pedestrian scale environment designed with retail activity and shopping entries extending the full length of Washington Street. Unlike the existing Lafayette Place, which has minimal store frontage along Washington Street, the reconstructed specialty retail center will create numerous portals at the end of the existing street axes, carrying streets through and making the project welcoming to pedestrians.

Chauncy Street

A pedestrian and automobile entrance on Chauncy Street at the intersection of Bedford Street will recall the street pattern destroyed by Lafayette Place and open the project's east face to both Bedford Street and the proposed Kingston/ Bedford development. Chauncy Street shop fronts and visible escalators will connect the pedestrian entrance to the main level and Washington Street.

Design for Daylight

Massing and set-backs will reduce shadow and daylight impacts to substantially the same levels programmed in the City's Midtown Cultural District Plan. Shadows in important pedestrian areas such as Washington Street and Summer Street will be comparable to those that existed during the neighborhood's turn-of-the-century

heyday, before the demolition of the 19th Century commercial palaces to make way for Lafayette Place and the suburban-style Jordan Marsh store. Preliminary shadow studies predict minimal impact on the Boston Common.

Design for the Wind Environment

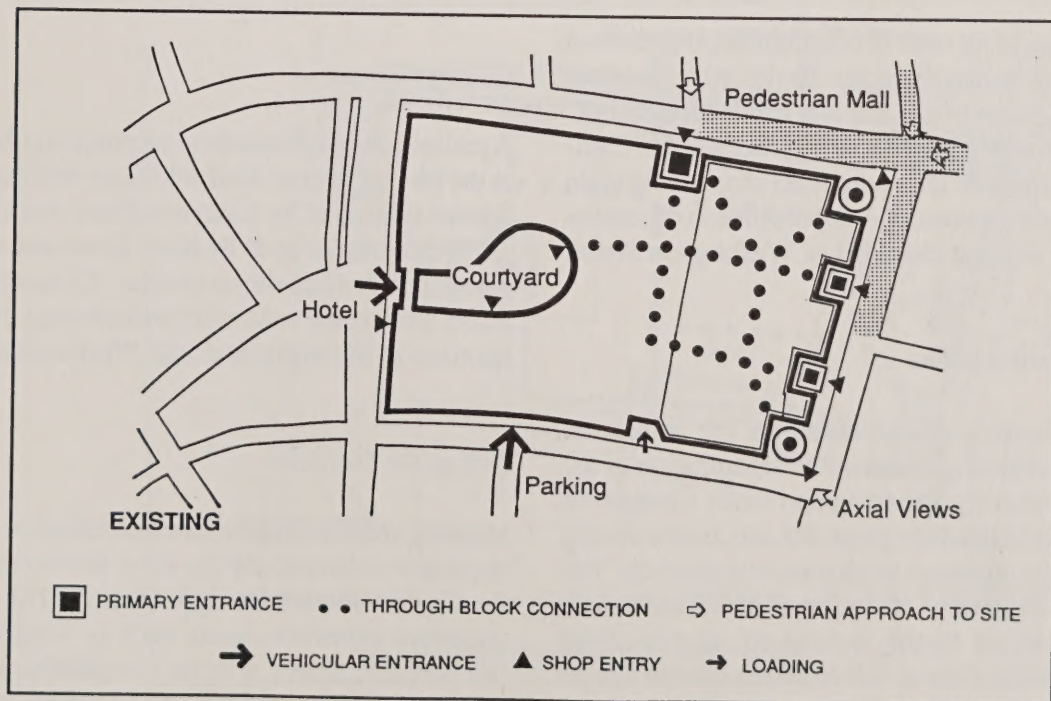
In a preliminary study of all major developments proposed in the Midtown area, the BRA found that Boston Crossing's proposed massing will significantly reduce winds in the gustiest nearby area, the sidewalks at the intersections of Avenue de Lafayette with Chauncy Street and Harrison Avenue. While minimal impacts were forecast along Summer and Washington Streets, Boston Crossing will use overhangs, canopies, and setbacks to improve the microclimate for pedestrians.

Extension of Pedestrian Zone

As the pedestrian zone is extended south along Washington Street, Boston Crossing will provide sitting areas, street furniture, and viewing areas encouraging entertainers, vendors, and musicians to enliven the street. As noted in the Midtown Cultural District Plan, a series of such public activity centers will extend throughout the district.

Multiple Pedestrian Entrances

Celebrated pedestrian entrances will be provided at the end of each of the ladder block streets. Avery Street will lead to an octagonal glass entry pavilion area serving pedestrians, parkers, MBTA riders, shoppers, and office workers. West Street and the new visitors center on the Common will align with the primary crystal court entrance to the specialty retail area. A major storefront entrance will be located at Temple Place, capturing the



Existing Pedestrian Pathways

spirit of the original Jordan Marsh building. Each major entrance on Washington Street will be connected to a system of lateral streets leading north, south, and east through the development and connecting to Kingston and Bedford Streets to the east.

MBTA Station Improvements

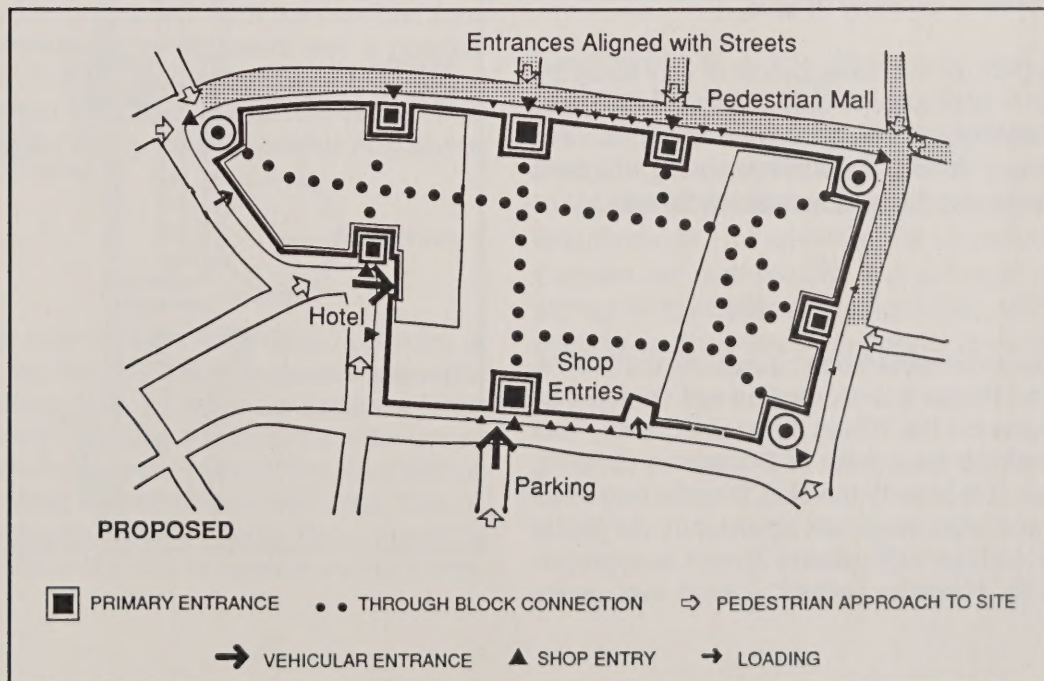
MBTA Stations

The current plan for Boston Crossing proposes the construction of a new entrance to the Chinatown MBTA station at the corner of Hayward Place and Washington Street. In addition, the Boston Crossing development team proposes to join the developers of the Kennedy's building in upgrading and managing the Downtown Crossing station.

Downtown Crossing Station Concourse - Existing Characteristics

A critical factor to the success of Boston Crossing is accessibility to and from the project site for pedestrians. Equally as important as accessibility is the environmental quality of the transit stations adjacent to and connected with the project. Rehabilitating the Downtown Crossing Station/Summer Street Concourse, and the proposed Chinatown Station headhouse at the foot of Avery Street, provides opportunities for enlivening the transit environment.

As it exists today, the Downtown Crossing concourse is one of the major entry/exit points into the Downtown Crossing area. While its location is prominently situated in the heart of the Midtown Cultural District, the concourse itself needs improvement.



Proposed Pedestrian Pathways

The cross-sectional proportion of the concourse space, which is eight feet from floor to ceiling and sixty feet across, creates a compressed atmosphere for commuters and other users. The number, spacing and size of free-standing columns produce a visual impression of long corridors and create hidden spaces. Intensifying these structural design constraints is the glare from artificial striplighting on the concourse ceiling. Combined, these characteristics create an uninviting, and at times, unsafe space for pedestrians. Addressing these problems would encourage increased ridership to this significant intersection of the district and promote the unification of a diversity of people and places.

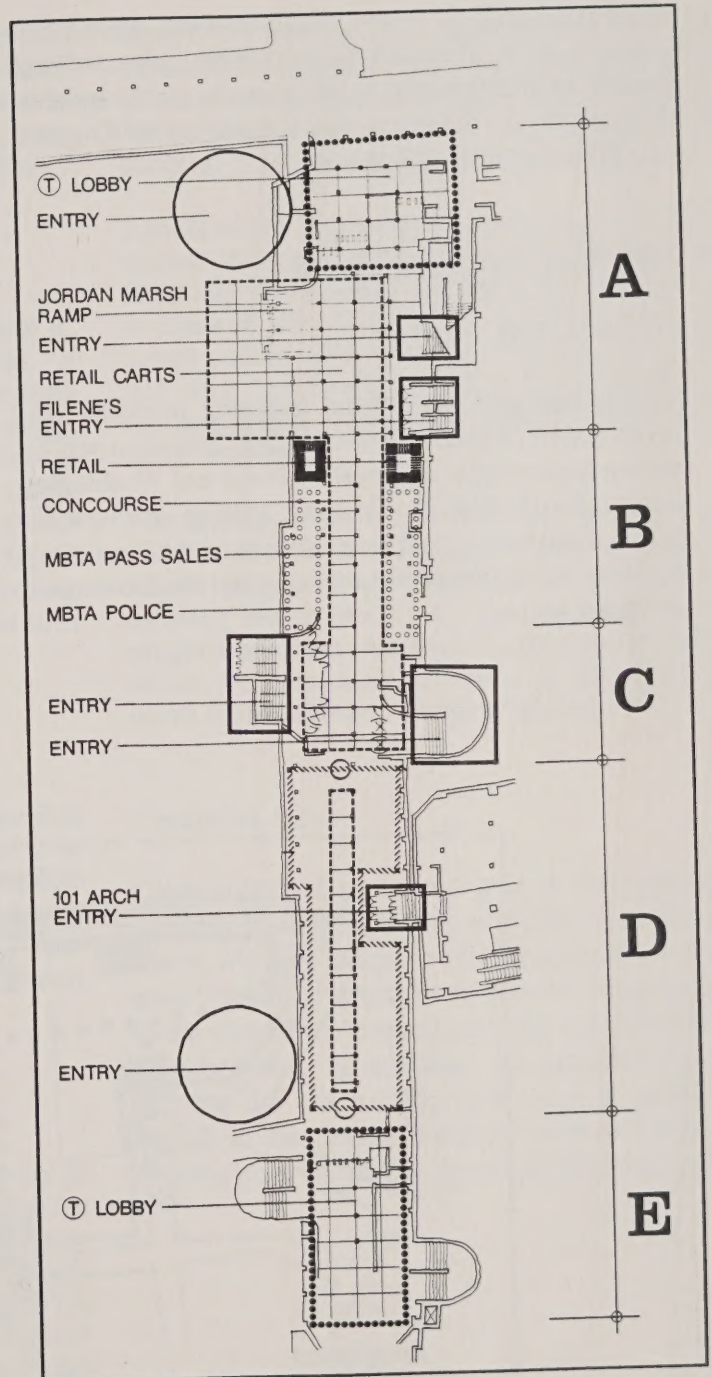
Design Opportunities

The exceptional width of the Concourse allows for the creation of spaces for animating activities. By capturing and reassigning inefficient circulation space within the concourse, hidden spaces would be eliminated and the pedestrian's sense of security would be improved. Also, the existing ceiling coffers create opportunities for creative ceiling and lighting treatments which would further differentiate "territories" and complement the overall project objective of diversity of uses.

To develop a plan for the reassignment of uses along the concourse, it is necessary to take a closer look at the actual concourse space. The Concourse can be seen as a series of zones or "rooms" defined by existing structural conditions and uses. These zones are as follows:

Zone A

Zone A serves as an intersection connecting the MBTA to Filene's and Jordan Marsh, the Red and Orange line transit platforms and the Winter Street Concourse. This zone is beneath the focal point of Downtown Crossing at street-level. It is heavily traveled, thus the best retail opportunity and most important opportunity for public space design. Its high traffic makes Zone A an appropriate location for "impulse retail" - retail that serves



passers-by and T-riders with convenient services and easy to choose merchandise. Two or more fixed kiosk retailers and a small array of pushcart vendors could be incorporated into this zone with integrated design standards to improve on the quality of existing operations.

Zone B

Zone B extends east along the concourse from Zone A, a distance of 100 feet, to the concourse mid-point. It slopes down a total of six feet to the east. By relocating the T-Pass sales store and an elderly service office opposite the recently installed MBTA Police Station along the South wall, Zone B could create a public services destination comprised of uses presently operating in the concourse. Improved design and clustering of these uses could enhance their effectiveness as a destination for specialized services. Improvements to this zone could include updated light fixtures.

Zone C

Zone C occurs above the western-most end of the Red Line transit platforms below. With the two Red Line egress stairs terminating at this point and a possible entrance to Jordan Marsh, this Zone represents an opportunity to reactivate the Concourse at mid-point. This zone might support a very limited number of pushcart vendors.

Zone D

Zone D extends east from the Concourse mid-point to the fare array, and the paid lobby mezzanine above the Red Line platforms. It has access to the basement lobby of 101 Arch Street including an elevator for the handicapped. This zone also has a recently installed MBTA T-Pass facility along a portion of the north wall. Zone D has the largest expanse of readily usable floor area on the concourse, but the least traffic to support ancillary uses.

Zone D is envisioned as a potential enhancement to the cultural district objectives. This Zone could offer fixed or intermittent installations of sculptural or graphic art. Works displayed here would need to draw traffic and stand up to public exposure.

Zone E occurs at the eastern-most end of the Concourse beneath the prime Jordan Marsh entrance and the Boston Crossing Project corner at Summer and Chauncy Streets. It connects the mid-point of the Red Line platforms below with the Concourse and with Chauncy, Summer and Arch Streets above. Zones E might also serve a limited number of pushcart vendors, just before the T-entry turnstiles.

The redesign of the Concourse will address the need to enliven, beautify and make functional a public space which is currently underutilized and uninviting. Addressing the concourse by zones of use, the design program proposes a variety of activities that will attract mixed, yet symbiotic, interests, in keeping with the intent of the Midtown Cultural District Plan.

Chinatown Station

Construction of a new entrance to the Chinatown T-station at the corner of Hayward Place and Washington Street, will help to improve the image of the surrounding area. The improvements will provide a quality entrance to the Chinatown station, a needed convenience for the neighborhood. In addition, the upgraded station will increase the accessibility and safety of public transit service to the Cultural District which will enhance the evening environment so important to theatre patrons.

Infrastructure Improvements

As fully described in the Project Impact Report, adequate sanitary, storm and water services are presently available for the Boston Crossing Project. Nevertheless, a number of potential infrastructure upgrades and modernizations have been identified and are currently under consideration by the project proponent. These improvements include construction of separate sanitary and storm drainage systems in the project area that would allow the separation of storm drainage flows by the Boston Water and Sewer Commission through future work being planned in conjunction with the Central Artery construction.

Separation of sanitary and storm drainage is critical to the harbor cleanup effort and fundamental to the Massachusetts Water Resources Authority's master plan for an environmentally sound sewage disposal system for the next century. At present, Boston's current infrastructure is based on pre-treatment technology from the nineteenth century. Sewage and storm flows are combined and make their way directly to the harbor. To resolve this problem, MWRA is moving forward with a well-publicized treatment facility. Its success, however, depends upon the diversion, or separation, of the uncontaminated storm flows directly to the harbor, thereby allowing the treatment facility to run more efficiently and cost-effectively. The improvements under consideration by the project proponent would further these goals by introducing separated capability to the project area far earlier than would otherwise be possible.

In addition, the project proponent is considering the upgrade of the Boston Water & Sewer Commission Water Distribution System to allow for the separation of domestic service from the fire service for buildings in the immediate vicinity of Boston Crossing. This work would consist of construction of a water line in Chauncy Street which would complete a Bedford/Summer Street loop. In the event of a water main break, this new line would allow water service to be maintained from either direction of the loop.

CULTURAL FACILITIES

CULTURAL FACILITIES

Overview

The Midtown Cultural District will be Boston's new center for performing arts and culture. Conceived and planned by Boston's non-profit arts community, the Midtown Cultural District will bring back the vitality that has long been missing from the City's central core.

The Midtown Cultural District Plan sets forth the policy objectives that will guide future development in the area. The development and design guidelines were fashioned to create a unique character for the District—a special section of the City that will be:

- A place that provides performing and exhibition facilities for Boston's resident arts community.
- A daytime place that has a stable mixture of activities, a commercial and residential center which complements its location within the downtown.
- A nighttime place that is safe as well as festive and full of lights, the arts, and entertainment activities.
- A place where the arts and theatres are visible, affordable, and accessible and bring together residents and visitors to celebrate their common cultural heritage as well as their ethnic diversity.
- A weekend and holiday place that draws people from all over the region to gather and interact.

The Midtown Cultural District Plan calls for the renovation of existing theatres, and the construction of new ones which will be tied together by open spaces such as the Common, new plazas and a network of pedestrian-oriented streets and walkways. These public spaces will be lined with stores, cafes, public art displays and outdoor performances.

Program Response

In response to the goals set forth in the Midtown Cultural District Plan, the proponents of Boston Crossing have been actively exploring various locations for the construction of two black box experimental theaters in Midtown. Potential sites that have been studied include existing theatres in the District, various locations within the project, and properties within close proximity to Boston Crossing.

Existing Theaters

The proponents of Boston Crossing studied several of the existing historic theaters in the district as possible locations for two, experimental Black-Box theatres. While the opportunity to "adopt" and renovate an existing theatre is attractive, appropriately sized and located facilities are not presently available. The spatial needs of a Black Box theatre are exceptional, and major structural alterations would have to be made within the existing facilities found in the historic ladder blocks, to achieve the programmatic requirements and flexibility of an experimental theatre.

On-Site

The proponents of Boston Crossing also explored locating the theatres within the project. Because of the strong retail component that comprises the first six floors of Boston Crossing, it has been difficult to find an appropriate location on-site that meets access and exiting requirements. Boston Crossing relies heavily on the retail portion of the project. In particular, street front exposure and lower floor building volume are of critical importance to the success of the project. The access and volumes required for theatres would either displace important retail components or be far off grade in an ineffective location.

Another potential location for the construction of new theatres could be within an existing building. The proponents of Boston Crossing are looking for an appropriate site, on one of the ladder blocks that could further the overall goals of the District, and reinforce the specific objectives of the Boston Crossing project.

Construction of theatres in an existing building offers an opportunity to provide space for theatres while addressing many of the specifications of the Midtown Plan. Such a location could enliven an important piece of the urban fabric within the District.

Critical to the success of the Midtown Cultural District is the reinforcement of the linkages between Tremont Street and Boston Common with the proposed re-energized lower Washington Street. The sieve of the Ladder Blocks - tying the Midtown Cultural District to the larger City - is a principal concern. Boston Crossing, by its basic design strategy of having a major entrance and through-block circulation along the West Street axis, has already begun the reinforcement of the fabric.

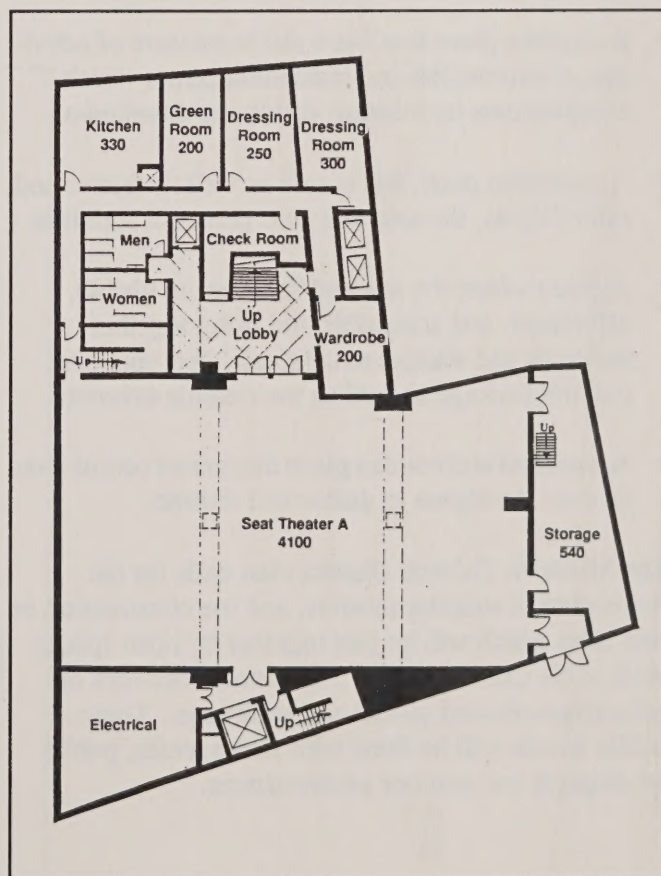
Program Elements - Potential Theatre Installation in Ladder Block Building

Existing Structure

Within the existing steel frame of a ladder block building, it may be possible, with some major structural interventions, to achieve the volumetric requirements of up to two experimental theatres. Installation of a theatre in a ladder block building is likely to require framing around one or two central columns to provide an unobstructed acting and seating area. The resulting depth of transfer beams could be accommodated within the lighting and scenery grid.

Stacked Theatres

Since the floor plate of older buildings is generally inadequate to provide more than one theatre, along with its lobby egress, and support spaces two theatres would need to be stacked one on top of the other. This would locate the volume of two theatres within the height of three floors, producing ceiling heights of perhaps 20 feet; more usable for production and technical requirements, but less than the 30'-0" suggested in the sub-committee guidelines.



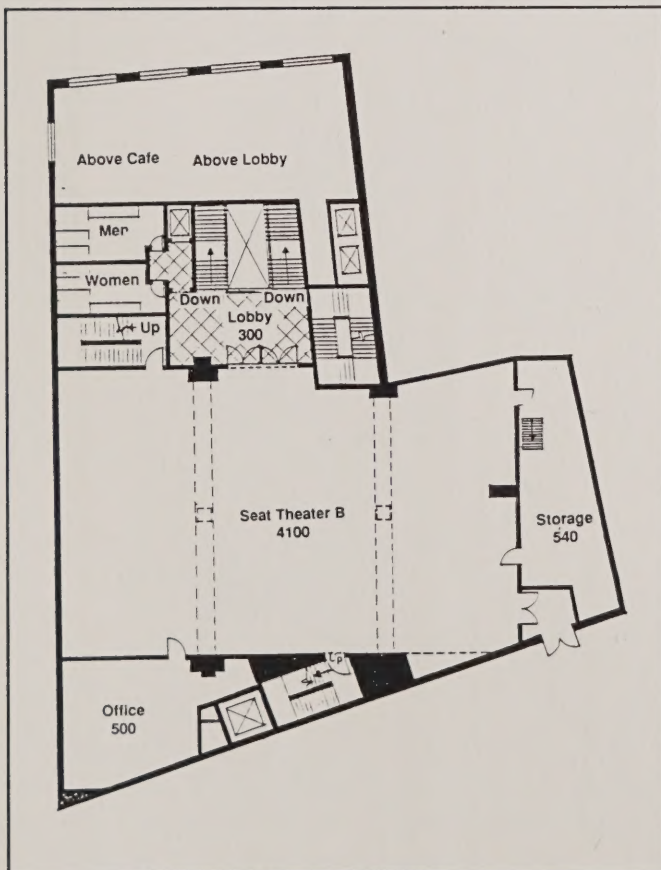
Possible Theatre Floor Plan

Lobby at Grade

Stacking theatres could have the additional benefit of allowing the floor of each to be only one-half level up or down from a common lobby at street level. The box office could occupy its traditional location in the theatre vestibule. Locating the theaters in this fashion could allow them both to be barrier-free with the addition of an elevator which lands at all half levels.

Marquee

A dramatic marquee for new theatre space could be an asset along the ladder blocks.



Possible Theatre Floor Plan

Gallery

By leaving the three-level theatre lobby open during the day, it could do double duty as an art gallery, further adding life and activity to the street.

Street Life

A new theatre building should become a generator for substantial improvements to the ladder blocks. These could include new street and building lighting, lively signage, flags and banners, plantings and, perhaps, minor sidewalk widenings.

Timing

By choosing to construct theaters off-site, rather than as part of the project, a building in which the theaters might be located, could proceed on a schedule entirely separate from that of the overall Boston Crossing project. Indeed such cultural facilities could be completed as one of the first and most visible demonstration efforts within the entire District.

CHINATOWN

CHINATOWN

Overview

The proposed Boston Crossing project, when approved, will provide economic and cultural benefits for the Chinatown-South Cove neighborhood and the Asian community at large. These benefits will enable the Chinatown community to strengthen its role in the Greater Boston economy. Boston Crossing will be a project which, far from turning its back on the community, will open its doors to a renewed Chinatown.

Over the past two years, the Chinatown/South Cove Neighborhood Council and the Boston Redevelopment Authority (BRA) have been working towards creating a comprehensive, community-based plan for Chinatown. The Chinatown Community Plan and the Housing Improvement Program establish goals and policy objectives that will direct future growth in Chinatown for the next decade.

The primary intent of the plan is to improve the quality of life for Chinatown residents. To this end, the plan identifies the critical issues currently facing the community that need immediate attention:

- affordable housing;
- neighborhood stabilization;
- economic diversification and improvement;
- job access and employment training;
- traffic and parking management;
- environmental quality and public image
- social service access and capacity;
- cultural facilities.

The Boston Crossing project will address these issues and bring significant benefits to Chinatown and the Asian community including retail training programs, affordable housing, child care facilities, English as a Second Language (ESL) programs and job and neighborhood business opportunities.

Collectively, these benefits will have a positive impact on the quality of life for Chinatown residents. Boston Crossing's jobs linkage contribution of approximately \$3 million could be used to benefit the Chinatown labor market. Funds used to establish ESL programs will better equip the Asian community to address the language barrier problems that exist among many Asians. In addition, retail training programs, also sponsored through jobs linkage funds, will help prepare potential applicants for employment opportunities at the department stores and the specialty retail center located at Boston Crossing. Last of all and most importantly, Boston Crossing's housing linkage payment of up to approximately \$15 million will go a long way towards Chinatown's affordable housing goals.

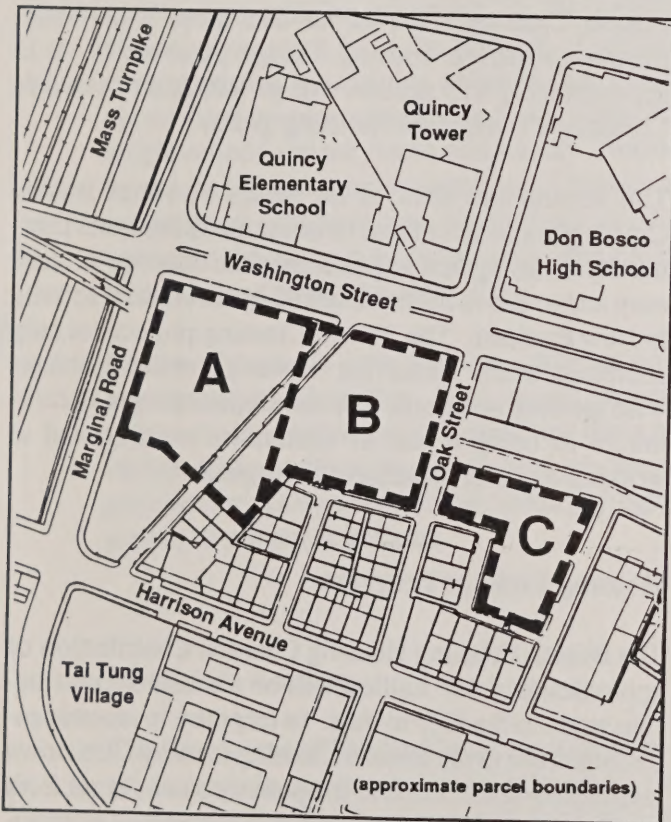
This section lists some of the means by which Boston Crossing's sponsors hope to assist the Chinatown community to strengthen its position in the downtown economy and to thrive as the center of Asian cultural activity in New England. The Boston Crossing project not only addresses many issues but solves potential problems with creative solutions. The development team is committed to being a part of Chinatown's vision and to working together to achieve their goals.

Housing Linkage Program

The Boston Crossing Housing Creation Contribution of approximately \$15 million will be the largest contribution made to the City to date. In response to recommendations made to the Boston Crossing team by Chinatown community leaders and to the policy objectives set forth in the Chinatown Plan, these funds provide an opportunity for the creation of affordable housing in Chinatown, and in part, the development of a Chinatown community center.

Parcel R-3/R-3A

Parcel R-3/R-3A, also known as Parcels A and B, will be the first properties developed under the Chinatown Housing Improvement Program. The total build-out of this project will consist of approximately 250 residential housing units for Chinatown residents. It is anticipated that a portion of Boston Crossing's housing creation contribution could be used to create these affordable units in Chinatown.



Map of Parcel R3 / R3A

Community Center

As Chinatown continues to grow as the cultural and economic hub of New England's Asian community, the increased need for community services becomes more apparent. While the demand for services increases, the availability of affordable community space is declining.

The Chinatown community is in the process of analyzing the feasibility of developing a community facility on publicly held land. The center could serve the residents of the newly created affordable housing as well as the current residents of Chinatown. The creation of a community facility is central to the success of the Community Plan and an important component to the realization of Chinatown's housing goals. To this end, through the Housing Creation Option, the Boston Redevelopment Authority may approve use of a portion of the housing linkage funds to develop such a center as an integral component to the affordable housing being developed on Parcels A and B.

Housing Stabilization Program

An alternate use for remaining linkage funds, if existing, could be the establishment of a Housing Stabilization Program. Preserving affordable housing can be as important as creating new units. This program could provide property owners who are typically denied access to conventional home improvement loans with the ability to borrow money at favorable rates. By making funds available at below-market interest rates on a revolving loan basis, residential property owners could begin to improve the physical conditions of the existing housing stock and maintain its affordability.

A recent phenomenon impacting buildings in Chinatown has been sinking water tables. Over the past year, the structural integrity of several residential and commercial properties in Chinatown has been threatened by this problem. Although the depth of the settlement problem has yet to be determined, it poses serious questions regarding long-term effects on the Chinatown housing

stock. Studies are currently being conducted to determine the severity of this occurrence. If analysis identifies a significant threat to affordable housing, the Stabilization Program could be expanded to provide loans to shore-up existing, affordable units.

Jobs Linkage

The Boston Crossing development team is committed to ensuring that Chinatown benefits from the economic growth that will be generated by the project. The development team is in the process of establishing a comprehensive job training program that complements the needs of the project as well as those of the Chinatown neighborhood and the Asian community. Boston Crossing's jobs linkage program addresses Chinatown's need to expand its economic base, diversify the neighborhood economy and improve working conditions and the status of the Asian/Chinatown labor force.

Boston Crossing's jobs linkage contribution will be approximately \$3 million. The project proponent will propose to the Neighborhood Jobs Trust that a portion of its Jobs Linkage Grant be used to fund job, language and pre-apprenticeship construction training programs. The proposed programs include:

Retail Jobs Academy

The developers of Boston Crossing propose to contribute their retail expertise to establish Boston's first Retail Jobs Academy. The developer will work with the Office of Jobs and Community Services, the Boston Redevelopment Authority, Jordan Marsh and locally based social service providers to realize this goal. The intent of the Academy will be to train entry-level retail workers. It is anticipated that the project will generate approximately 4,000 entry-level and management positions in retailing.

In addition to establishing a Retail Jobs Academy, the developers of Boston Crossing will work with the Office of Jobs and Community Services to expand upon some of the existing training programs sponsored by local community service agencies.

English as a Second Language Program

Boston Crossing proposes to use a portion of its jobs linkage towards the funding of English as a Second Language (ESL) programs. The language barrier, which handicaps many job-seeking Asians, is an important concern raised by the Chinatown community. While language training is critical for the economic advancement of this population, the ESL programs that exist are over-subscribed and the availability of instructors is limited. The developers of Boston Crossing will work with the Chinatown Neighborhood Council Social Services sub-committee and local service providers to determine how to maximize the effectiveness of these funds and to connect the graduates with better jobs.

Pre-Apprenticeship Construction Training Programs

The developers of Boston Crossing will propose to the Neighborhood Jobs Trust that a portion of its Jobs Contribution Grant be used to fund the Women in the Building Trades, pre-apprenticeship program. By providing funds for pre-apprenticeship training, women interested in the construction industry will be able to learn more about the field and develop skills that will enable them to actively participate in the development of Boston Crossing. Support in this program will also help the Boston Crossing project meet the requirements set forth in the Boston Residents Construction Employment Plan.

Bilingual Recruitment Program

The personnel department and human resource department at Jordan Marsh are identifying jobs where a strong

command of English is not essential. They are reviewing the strategy of hiring bilingual supervisors in order to offer such jobs to neighborhood residents.

Neighborhood Business Opportunities

In an effort to reach out to local communities, Boston Crossing and other area developers will organize a series of small business workshops to help entrepreneurs without previous retail experience get a start in business. The workshops will focus on starting, operating and managing small businesses.

In addition, Boston Crossing will work with a broker from a Chinatown-based organization to establish an affirmative marketing plan targeted towards neighborhood businesses. This will help to ensure access to business opportunities within the Boston Crossing project.

Retail Start-up Program – Bull Market Merchandising

Boston Crossing intends to create opportunities for prospective retailers and craftsmen to try entrepreneurial concepts at minimal investment. A concept which has been tried and proven at Faneuil Hall Marketplace and could take good advantage of the Boston Crossing project is that of pushcart and “Bull Market” merchandising. Such a program could offer an economically attractive venture to a person wishing to enter the field of retailing. The carts could be rented on a monthly basis with minimal investment in fixtures and equipment.

It is anticipated that Boston Crossing will provide space for at least twenty pushcarts within the Specialty Retail Center. The developers of Boston Crossing will purchase the carts and rent them to vendors on a monthly basis. The monthly rental fee will include electricity and the pushcarts will be located throughout the six-level retail center. The Leasing and Operations staff of Boston Crossing will provide advice on business planning, merchandising, design, signage, budgeting, staffing and financing.

Through this approach, small business entrepreneurs would not have to assume the financial risks involved when entering into a long-term lease agreement. The only investment that would be needed to undertake this type of business would be for the purchase of specialized inventory.

Successful proprietors of such operations could expand their businesses to open shops within the project or in nearby neighborhoods. Experience has shown that local, “mom & pop” proprietors provide the best likelihood of success.

Boston Resident Construction Employment Plan

During the construction of Boston Crossing, the Boston Crossing development team will strive to ensure that 50 percent of the total employee work hours shall be by Boston residents, at least 25 percent of the total employee work hours shall be by minorities, and at least 10 percent of the total employee work hours shall be by women. Chinatown residents stand to benefit from all three of these goals.

Boston Resident's Voluntary Employment Plan

Upon completion of the project, the Boston Crossing development team will encourage tenants to make available 50% of employment opportunities created by the project to Boston residents, at least 30% to minorities and at least 50% to women. Nearby residents will be especially sought for their increased job loyalty and reduced impact on transportation systems. Chinatown is the nearest residential neighborhood to Boston Crossing.

Child Care Facility

The current program for Boston Crossing includes 12,000 square feet of child care space. The Boston Crossing development team is reviewing locations for facilities both on- and off-site.

Boston Crossing will provide at least 4,000 square feet of child care space onsite. The project proponents are exploring locations on both the third and seventh floor of the project.



Child care facilities could be a valuable amenity not only to the project but to the residents of nearby neighborhoods working at Boston Crossing. Worksite childcare alleviates many of the scheduling conflicts that arise when trying to juggle job and family matters.

Child care space is significantly expensive to build and operate, due to important life-safety and public health codes. Boston Crossing is budgeting funds comparable to the cost of creating first-class office space towards the creation of child care facilities.

Transportation

Westbound Traffic Relief

Bruce Campbell & Associates, transportation engineers for the Boston Crossing project, are working with area developers and the Boston Transportation Department to improve the flow of westbound traffic.

Boston Crossing proposes to reverse Hayward Place and Avery Street to create a one-way westbound pathway in conjunction with Avenue de Lafayette and to complement eastbound Essex Street. This plan would relieve westbound traffic on Beach Street through Chinatown. To achieve this benefit, Campeau will forego part of the south end of the Hayward Place site, setting the building edge along Hayward Place back to permit widening of both Harrison Avenue Extension and Hayward Place.

A similar set-back of both Boston Crossing and Commonwealth Center on the Washington Street/Hayward Place corner allows for a smooth flow of traffic at the intersection between Hayward Place and Avery Street.

T-Station Improvements

The current plan for Boston Crossing proposes the construction of a new entrance to the Chinatown station at the corner of Hayward Place and Washington Street.

Construction of a new entrance to the Chinatown T-station at the corner of Hayward Place and Washington Street, will help to improve the image of the surrounding area. The station will provide better access to Chinatown, a service currently needed in the neighborhood. In addition, the station would increase the accessibility to public transportation which would help bring the area back to life as more people come to the Midtown district to work and shop.

Neighborhood Evening Parking Spaces

Boston Crossing will encourage parking for select local, neighboring uses during weekends and evening hours. Chinatown residents may benefit from discounts available on up to 150 parking spaces between 8pm and 7am.

CHILD CARE

CHILD CARE

A great city not only invests in preserving its past, but also generously devotes energies to enriching its future. Child care at Boston Crossing is an attempt to create a smooth continuum from past to future that gives our children the rich heritage that is their right.

Major social transformations have created an unprecedented need for child care. More than 50% of our families are comprised of working mothers, almost three times as many as just 30 years ago. Fathers, though many share more responsibility for family, have not left the workforce. Single parent households are increasingly common. The result: the parents of our children are at work and need quality child care options.

The situation in Boston reflects the same basic nationwide trends. At the moment, the number of childcare spaces is less than one third the number of children in the city, just under 40,000 children under four as of 1985. Furthermore, with the rapid job growth forecast for the city due to continued private sector expansion and the growth of large-scale public projects, the day-time population of the City will increase dramatically due to the addition of 10,000 new jobs per year. Already, over 130,000 women in childbearing years are employed in Boston.

Child care programs have evolved to help parents meet these new needs. Full-day care, work-site locations, infant programs specially designed for very young children, and parent support activities are among the most important responses. With a child in a work-site center, Dad can drop down to have lunch with his daughter and get to know her teachers better, Mom can breast-feed her baby on demand. The mad rush to get to child care and then get to work is simplified. As our traditional neighborhoods have given way to the dual career household, commercial and retail developments can create a "new neighborhood" at the store or office.

The concept of the Midtown Cultural District is to revitalize an historic part of downtown Boston with an

emphasis on cultural activities and the arts. Child care is a wonderful complement to that goal. Children are natural artists. They learn by exploring, discovering, and creating. They have no regard for artificial boundaries. Their wonder at the most common of nature's mysteries helps us all to see ourselves in fresh new ways. They are the vehicle through which culture will be passed and enhanced.



Boston Crossing will offer an innovative, developmental child care program that will support families working within the project, living within the City's neighborhoods, and contributing to the City's new vitality. The developers of Boston Crossing are currently exploring potential locations for 12,000 square feet of child care space. While at least 4,000 square feet of child care space will be provided within the project, the remaining balance (8,000 sf) may be located within the Midtown District and/or in Chinatown. Boston Crossing's child care program will serve office and retail employees, as well as families from nearby neighborhoods.

Boston Crossing is actively participating in the Child Care Committee organized by the Boston Redevelopment Authority which is advising the BRA on the key issues to be considered as zoning regulations are promulgated. The Committee is exploring five major areas of interest:

- Zoning issues
- Who will use the centers?
- Configuration of the centers by age group
- Affordability
- The Request for Proposal process

Based on the outcome of this process, Boston Crossing will create a Request for Proposal to seek a child care provider(s) to establish a center or multiple centers. We plan to structure a degree of flexibility for the ultimate provider(s), however, the program we envision will likely have some of the following elements:

The program will serve children from infancy through six years and may include an after-school component should we establish a strong need for that service. Activities appropriate for the age of each child will be designed by the faculty of the child care program, and special attention will be paid to the needs of individual children. The core objective of the program will be to give each child a secure emotional footing from which learning, social skills, and physical health can flow.

In addition, the child care program will recognize that the child's well-being depends on the well-being of the family. Every effort will be made to engage the family in the child's life at the center. Active communication between caregiver and parent will enrich the understanding of the child's needs. Structured events for parents will include pot luck suppers, pancake breakfasts, seminars on behavior management, parent-teacher conferences, games, entertainment and the like. These allow the sense of neighborhood to grow around the center, creating an urban version of extended family for the children.

Given the goals of the Midtown Cultural District, the Child Care program will actively seek to incorporate music, drama, visual arts and other activities complementary to the Midtown concept into its daily program. Visits by performers to the center and field trips to rehearsals are among the many synergies of a location in Boston Crossing. Furthermore, the center will employ materials and activities that reflect the ethnic diversity of the City of Boston and its neighborhoods. These activities allow the children from various backgrounds to share their unique culture with others, and promote the acceptance and appreciation of differences, a wonderful skill of children that can serve as an inspiration to adults.

Many think of an urban environment as alien and dangerous for children. But with proper planning and supervision, it can offer enormous opportunities. The child care program will attempt to utilize those. For instance, a spring curriculum unit on wildlife could include a field trip to the Boston Common or a discussion of the ocean could include a visit to the aquarium. Many of the centers operating in the downtown area have been pioneering in the uses of the urban environment for learning and these concepts will be valuable for our program.

Naturally, the child care facility will be designed specifically for children. Child-sized furniture and fixtures (varying according to the ages of the children in different classrooms within the center) will allow the children to feel at home and "in charge" of their spaces. Specific areas for messy play such as finger painting or water colors will be created as well as quiet, cozy corners for reading or small group activities. The facility will be designed to allow teachers maximum visibility so that children will have the opportunity to explore freely rather than be confined to large group activities.

The environment will reinforce the programmatic objectives of the child care center. A parent lounge stocked with articles, periodicals, and other information of interest will encourage parents to get to know the faculty and one another better. A staff room for the teachers will facilitate team meetings, quiet planning of curricular activities, and parent conferences. Other architectural features, such as full-spectrum lighting, anti-microbial carpeting, and acoustic features will make the center a healthy and happy place to be. Boston Crossing plans to make the same level of investment in fit-up of the facility as would be made to create first-class office space.

A primary goal of the program will be outreach to the community. Parents from a broad spectrum of backgrounds will be sought for the center. Teachers will be hired from local neighborhoods when possible and will help integrate the program into the community. Other possibilities include exchanges with the elderly population of the area and sharing of training activities with other child care programs.

The creation of the child care center will be enriching not only for the families who use it, but for the entire Boston Crossing project. It will create the vibrant, cross-generational environment that is characteristic of the world's great cities. It will also help us raise children who possess the courage and character to face the challenges, yet unknown to us, of their time.

HOUSING CREATION

HOUSING CREATION

Overview

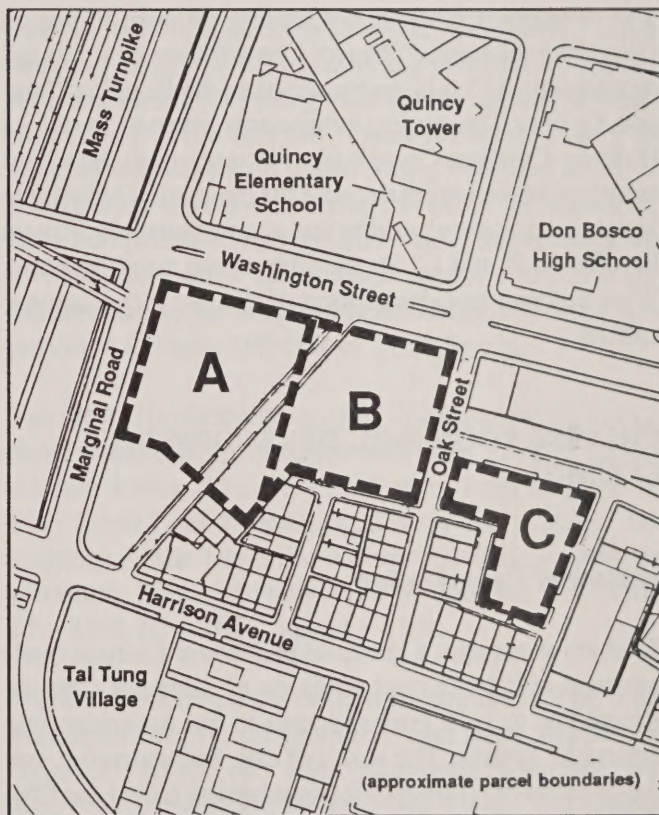
The Chinatown Housing Improvement Plan (CHIP) addresses the most serious problem facing Chinatown today: the need to provide affordable and safe housing within the community. CHIP is a housing program designed to stabilize and enhance the community through the creation of new residences and the rehabilitation of existing units.

The seriousness of Chinatown's housing shortage was documented in a survey conducted by the Boston Redevelopment Authority in December 1987. The survey reveals that the population in Chinatown increased from 3,700 in 1979 to 5,100 in 1987, an increase of 38%. While the population drastically increased, the production of housing was minimal. During this time period, only 70 units were added to the housing stock.

In addition to the housing shortage Chinatown suffers from more overcrowding than any other neighborhood in the city. The median number of rooms per unit is 4.2, while the median number of occupants per unit is 3.6. Further evidence of this problem is illustrated by the backlog of 2000 Chinatown residents on the waiting list for publicly subsidized housing in Chinatown. The waiting period for the 877 units of such housing is approximately 6-8 years long.

To see that the housing needs of Chinatown are met, the BRA has set aside five of its properties located in Chinatown including – Parcels A and B, also known as, R-3/R-3A, and Parcel C for this sole purpose. The Chinatown community and the Authority have jointly developed guidelines within the framework of the Chinatown Community Plan for the development of these parcels. The principles of this plan are:

1. The accelerated creation of 500 units of housing, two-thirds of which will be affordable.
2. The development of a community facility to preserve and enhance the capacity of community service to providers, particularly those displaced by the development of Authority-owned parcels.
3. The establishment of boundaries to define community and institutional land use.



The first of these properties to be developed as part of the CHIP program will be Parcels A and B. The project will include the development of at least 250 residential units, two-thirds of which will be affordable. Parking spaces for residential and business uses will also be provided.

Parcels A and B will be independently developed by R3A Associates Limited Partnership, of which the Chinese Economic Development Council (CEDC) is the managing general partner and the Asian Community Development Corporation (ACDC), respectively. To complement the housing development, a community center will be constructed on Parcel C.

The developers of Boston Crossing propose to use its Development Impact Project Contribution of up to approximately \$15 million by means of the Housing Creation Option. The project proponents propose to use its Housing Creation Contribution to work with the aforementioned developers to cause the creation of affordable housing, accessory parking and a community facility on Parcels A, B and C, in the Chinatown neighborhood. What follows is a description of the two development entities.

CHINESE ECONOMIC DEVELOPMENT COUNCIL

History of Organization

Thirteen years ago, a group of prominent Chinese businessmen met to discuss methods of assisting Chinese Americans to gain greater access to the American free enterprise system. The result of this brainstorming was the creation of a non-profit organization called the Chinese Economic Development Council (CEDC) an organization designed to utilize government programs to assist minority populations.

The Chinese Economic Development Council, Inc. began operation in June 1975 and in October 1977 began administering Special Impact Program funds under Title VII of the Community Services Act of 1974. CEDC's Special Impact Area—Boston's Chinatown—is the fourth largest Asian ethnic community in the country.

Since its inception, CEDC has assisted Chinese-American minority groups in achieving greater economic viability by sponsoring programs that focus on four main areas:

1. Technical and training assistance
2. Real estate development
3. Community service
4. Business financing

Prior Programs and Activities

Technical and Training Assistance

Some of the programs focusing on technical and training assistance include:

Student Summer Program

For the past five summers, CEDC has organized a summer program for junior high and high school students in conjunction with the Action for Boston Community Development (ABCD). This past summer the students worked on the Beautification of Chinatown program.

English as a Second Language

Over 1500 Chinese-Americans have taken instruction in English at CEDC's Training Center since the program began in 1974.

Job Training Center

With \$100,000 in funding from the Federal, State, and City government, CEDC's Job Training Center trained 100 community residents and placed them in positions of high-technology and service industries.

Business Support Services

CEDC offers a number of data management services through its Computer Center facilities, including: payroll, general ledger, invoicing, address labels, performance statistics, and inventory programs. Small and medium-size companies are able to use these services. Over eight companies regularly prepare their reports using these services.

Business Financing

Advanced Electronics, Inc.

An electronic assembly plant, Advanced Electronics, Inc., was initiated by CEDC in 1976. CEDC obtained contracts, financing, space, and accessed manpower programs and other technical assistance in return for a six percent equity position in the company. Advanced Electronics employs over 160 people in Chinatown.

Cathay Foods

CEDC owns 48 percent of Cathay Foods, a for-profit corporation engaged in the high-speed production of Chinese noodle and noodle-related products. The project was financed with \$245 thousand in equity from Mr. Arthur Wong, and an additional \$245,000 in loans.

The Development Plan on Parcel A

R-3A Associates Limited Partnership, of which the Chinese Economic Development Council (CEDC) is the managing general partner, was awarded tentative developer designation by the Boston Redevelopment Authority, on September 29, 1988 to develop Parcel A, in Chinatown. Approximately 36,000 square feet, in size Parcel A is bounded by Marginal Road, Washington Street, a realigned Pine Street and various properties to the south. CEDC's proposal for Parcel A is as follows:

Program

It is anticipated that Mei Wah Village will provide 141 units of new family housing for Boston's Chinatown neighborhood. The project will meet City affordable housing objectives with assistance from public and private subsidies.

The project is designed to fit within the existing neighborhood context of Chinatown in a mix of low, mid and high rise buildings. Along Pine Street and parts of Washington Street, low rise row houses are sited to carry the existing neighborhood scale. Along Marginal Road, 12 and 18 story towers are sited overlooking the Massachusetts Turnpike towards the South End. The buildings will be clustered around an enclosed interior courtyard. Underground parking accessed from Marginal Road will be provided for upto 240 cars in 2 or 3 levels.

The project is planned to consist of 45 apartments in a 12-story rental tower, 69 apartments in an 18-story condominium tower, 10 units in a 5-story infill building on Pine Street, and 17 units in 5-story row houses. The majority of the larger family units will be in walk-up situations. Unit breakdown is as follows: 13—4BR, 35—3BR, 62—2BR, and 31—1BR.

It is anticipated that the building materials will be brick veneer on steel frame structures with stone and precast concrete facings and trim, aluminum windows, and metal faced roofs for the mid-rise towers and asphalt shingled roofs for the row houses. Landscaping along the site will be provided.

Financial Plan for Mei Wah Village

In view of the unavailability of conventional state subsidy programs, R-3A Associates has investigated an alternative financing plan which will enable the housing to be affordable for low and moderate income families without the necessity of delaying construction while state programs are funded. R-3A Associates will con-

tinue to explore the availability of both state and federal production subsidies as they go through the design and development leading to the commencement of construction. In the meantime, R-3A Associates proposes the following plan to utilize funds to reduce housing costs to affordable levels.

1. R-3A Associates proposes to construct a condominium tower which will contain a mixture of market and moderately priced units. R-3A Associates will use the profits from the sale of the market rate units to absorb costs associated with both the moderately priced condominium units and the affordable rental units described below.
2. R-3A Associates will propose to construct a subsurface garage which will contain two or three levels of parking. The rental units will have sufficient parking to conform with BRA requirements. There will be spaces available for sale to condominium owners and an additional number of spaces will be available for sale or rent to persons or organizations in the neighborhood. The profits from these garage sales will be available as a source of funds to assist in the overall financing of the rental project.
3. It is intended that the rental project will be family oriented and directed to low-income families. R-3A Associates proposes to utilize Section 8 subsidies and Section 707 subsidies as available to supplement the tenants' share of rents. Assuming that Tax Credits are available, R-3A Associates will syndicate these credits to cover some of the costs of the rental project.
4. In keeping with the BRA's program, R-3A Associates will utilize Linkage Funds. At the present time, it is estimated that funds of \$50,000 to \$70,000 per assisted unit will be necessary. The gross amount will depend upon project costs and the availability of additional Funding sources.

In summary, R-3A Associates proposes conventional bank financing for the construction of the condominium tower and parking, and conventional construction and permanent financing for the rental project. R-3A Associates will supplement operating needs as well as capital costs by the use of syndication and sales profits, unit subsidy contracts, and Linkage contributions.

ASIAN COMMUNITY DEVELOPMENT CORPORATION

The Asian Community Development Corporation (ACDC) was organized as a vehicle for its members to have a voice in shaping the changes which were occurring in their neighborhood.

Meeting informally for over a year, community members recognized a need for a community development corporation with the capacity to implement a community-based development agenda, focusing on affordable housing and economic development opportunities such as job creation, business revitalization, and skills training.

The Development Plan on Parcel B

The Asian Community Development Corporation (ACDC) was awarded tentative developer designation by the Boston Redevelopment Authority (BRA) to develop Parcel B in Chinatown, consisting of approximately 36,000 square feet. The parcel is bounded by Washington Street, Oak Street, Maple Place and a realigned Pine Street. ACDC's proposal for Parcel B is as follows:

B. Program

ACDC proposes to build 120 rental units on Parcel B. Two-thirds or 80 of the 120 units will be affordable to low and moderate income renters. ACDC has designed a residential unit mix which is responsive to the great demand for family sized units, especially 2- and 3-bedroom units. It is anticipated that 76% of the units will be 2 and 3 bedrooms. 11% of the units will be 1-bedroom units and the remaining 13% will be 4-bedroom units.

It is intended that the majority of the family-sized units will be affordable to low and moderate income families while the two bedroom units will be primarily market rate. Overall, 54% of the 2-bedroom units, 88% of the 3-bedroom units and 100% of the 4-bedroom units will be primarily affordable to low and moderate income families.

B. Architectural Design

ACDC's urban design for Parcel B is based on the principle of creating a quality living environment for its residents and neighbors. A quality living environment includes open space which is accessible to residents and the community-at-large, ground access for the family-sized units, and a project scale and density consistent with its surrounding areas, including the lowrise structures on Maple Place and Johnny Court.

ACDC's design proposes a central courtyard enclosed by residential structures on Washington Street, Oak Street, Maple Place and a realigned Pine Street which will divide Parcels B and A. A residential tower of 18 stories, the same height as Quincy Tower, will be constructed on Washington Street. The Oak Street building will house 56 one- and two-bedroom units. Oak Street will be built up to eight stories which will house three- and four-bedroom duplexes with private entrances from the street and courtyard. The Maple Place building and the realigned Pine Street building will be four stories and

also house duplex family-sized units. Large, streetsized gates will be placed on Washington Street, Oak Street, Maple Place and the realigned Pine Street to ensure the accessibility of the central courtyard to the community.

C. Financial Plan

The total cost of developing Parcel B is estimated at \$18,705,855. ACDC proposed to obtain the following resources to meet the development cost: a) a Massachusetts Housing Finance Agency (MHFA) mortgage, b) syndication proceeds from the sale of limited partnership interests with low income housing credits and c) linkage contributions. ACDC intends to apply for assistance under the SHARP or R-DAL programs in order to subsidize the low and moderate income portions of this development. In the event SHARP or R-DAL funding is not available, ACDC will request additional linkage contributions to substitute for these programs.

AFFORDABLE HOUSING SUPPORT FACILITIES

Chinatown Community Center

As Chinatown continues to grow as the cultural and economic hub of New England's Asian community, the increased need for community services becomes more apparent. While the demand for services continues to grow, the availability of affordable community space is declining.

The Chinatown community is in the process of analyzing the feasibility of developing a community facility on publicly held land. The center could serve the residents of the newly created affordable housing as well as the current residents of Chinatown. The creation of a community facility is central to the success of the Community Plan and an important component to the realization

of Chinatown's housing goals. To this end, the developers of Boston Crossing propose to provide a portion of its housing linkage funds, through the Housing Creation Option, to develop such a center as an integral component of the affordable housing project to be built on Parcels A and B.

During the past four months, the BRA has overseen a community services needs assessment and a feasibility study for a multi-function community center on the Parcel C in Chinatown located between Oak and Nassau Streets. The primary goal of the community service needs assessment study is to produce a comprehensive and long-range technical reference for the planning and development of services that are critical to the Chinatown community. The findings will also support continual efforts by service providers in raising funds for capital investment and staff capacities and gaining programming space elsewhere in Chinatown and its vicinities.

A feasibility study is currently being undertaken for a first-class multi-service community facility on Parcel C, to include the relocation of the South Cove YMCA and the Chinatown Boys and Girls Club. The feasibility study will assist the Chinatown-South Cove Neighborhood Council in analyzing and evaluating alternative design and programming schemes based on different development/management scenarios.

The comprehensive needs assessment study and the feasibility study for Parcel C facility are a two-prong approach to providing quality services to the growing community both in the short-term and over the long run. These will further support community goals, objectives, and policies as identified in the Chinatown Community Plan for community services.

Several key milestones have been reached as a result of the feasibility study including:

- A community-wide social services needs assessment survey conducted by Dr. Tom Chung identified the perceived needs of users for services.
- Estimates for overall future demand for services is being developed.
- Areas of unmet community service needs have been identified.
- A Request for Participation call to all service providers resulted in responses from seven (7) agencies which are interested in participating in Parcel "C".
- Preliminary spatial needs as identified by the respondents to the RFP have been evaluated. Areas for cooperation and sharing of space have been identified, and additional facilities which could serve all Chinatown providers have been included in the program.
- Management and ownership alternatives for implementing the project have been identified.

JOB CREATION

JOB CREATION

Overview

The proposed Boston Crossing project reinforces the economic goals specified in the Midtown Cultural District plan. The retail program which includes Bloomingdale's, Jordan Marsh and a rebuilt Specialty Retail Center, combined with new office development, will reinstate the City's position as a regional center of retail trade and commerce.

Economic forecasts indicate that Boston Crossing will make a substantial contribution in payroll, sales and real estate taxes to the City, as well as provide thousands of new job opportunities for Boston residents. During the construction of Boston Crossing, an estimated 3,100 direct construction jobs will be created with payroll and sales anticipated to be in excess of \$160 million and \$350 million respectively. Upon completion, it is estimated that Boston Crossing will generate over 10,000 jobs, 4,000 of which will be in the retail industry. Economic forecasts prepared by Cambridge Systematics indicate that total direct payroll generated by Boston Crossing will exceed \$267 million. Direct sales generated by the project are estimated at \$1 billion.

Clearly, the economic benefits resulting from the development of Boston Crossing are significant. The benefits will affect the spectrum of the City's population. Through the Boston for Boston Initiative, a major portion of the employment opportunities stemming from the construction and operation of Boston Crossing will be targeted towards Boston residents.

In the spirit of Boston Crossing's commitment to the Boston for Boston Initiative, the developers propose to operate an employment office during the construction and lease-up period which would coordinate both outreach and recruitment for the construction and permanent jobs which will be generated by Boston Crossing. The office would be located either on-site or in the nearby Chinatown neighborhood. This will increase Boston residents' access to the jobs created by Boston Crossing.

Neighborhood communities will benefit from Boston Crossing jobs linkage contribution of approximately \$1 million which will be dedicated in large part to employment training programs. Boston Crossing Jobs Creation Contribution will be maximized to ensure that the residents of Boston's expanding economy will benefit. Boston Crossing will succeed only if the residential and commercial interests of the City's population can share in the economic benefits.

Job and Educational Training Programs

Unlike other development projects currently being proposed, the Boston Crossing proponent is assured of major anchor tenants - Jordan Marsh and Bloomingdale's. Because of this, Boston Crossing will be able to predict with reasonable certainty the opening date for all the retail facilities and the number of retail jobs that will need to be filled.

As part of Boston Crossing's Development Impact Project Plan, the developer will propose to the Neighborhood Jobs Trust that a portion of its Jobs Creation Contribution be used to create job and language training programs. In addition, the developers of Boston Crossing will propose to the Neighborhood Jobs Trust that a portion of its Jobs Creation Contribution go towards pre-apprenticeship training for women interested in entering the construction industry. The developers will also recommend to the Trust that as much funding as possible through the Jobs Contribution option, be targeted towards the impacted neighborhoods.

By enrolling in these programs, Boston residents will have the opportunity to develop skills enabling them to partake in Boston Crossing's economic success. Residents who enroll in retail-oriented, job-training programs can reasonably expect excellent prospects within a defined time period.

The development team is currently working with the Office of Jobs and Community Services (OJCS), the Boston Redevelopment Authority, members of the Chinatown community, and locally-based social service providers to set up a comprehensive job training program that complements the needs of the project as well as those of local communities.

Retail Jobs Academy

The developers of Boston Crossing propose to use a portion of its Jobs Creation Contribution to set up the City's first Retail Jobs Academy. The intent of the Retail Jobs Academy is to provide targeted residents with the skills necessary to obtain permanent jobs in retailing, at all levels, within the project.

Jordan Marsh has identified a number of entry-level positions that could be available to graduates of the Academy. Many of the available positions are a departure from the typical "retail sales" position, and several of the positions require minimal English skills. These positions include: Sales Associates, Data Entry Personnel, Stock Room and Time Desk Attendants, Security Guards, Porter and Secretary/Receptionists. Advancement in any one of these positions is based on one's performance, as is movement from one department to another.

The skill-level requirement for each of these jobs varies as does the skill-level and career interests of potential clients. The course curriculum offered at the Academy will incorporate this factor into its program. Qualified Boston residents wishing to enroll in the Retail Jobs Academy will be required to take a skills placement test. Depending upon the skills level of the potential candidate, he or she will enroll in one of three courses: a remediation program, a skills training program, or a job readiness program, or English as a Second Language (ESL) program.

Jordan Marsh and the Boston Crossing team will work in partnership with locally-based social service providers to implement the actual educational and skills programs.

Pending approval of this program by the Neighborhood Jobs Trust, the developers are prepared to issue a Request for Qualifications to solicit interest from Community Based Organizations for participation in the Retail Jobs Academy.

Pre-Apprenticeship Construction Training

The developers of Boston Crossing will propose to the Neighborhood Jobs Trust that a portion of its Jobs Creation Contribution be used to fund the Women in the Building Trades, pre-apprenticeship program. By providing funds for pre-apprenticeship training, women interested in the construction industry will be able to learn more about the field and develop skills that will enable them to actively participate in the development of Boston Crossing. Support in this program will also help the Boston Crossing project meet the requirements set forth in the Boston Residents Construction Employment Plan.

Neighborhood Business Opportunities

In an effort to reach out to local communities, Boston Crossing and other area developers will organize a series of small business workshops to help entrepreneurs without previous retail experience get a start in business. The workshops will focus on starting, operating and managing small businesses.

In addition, Boston Crossing will work with a broker from a Chinatown based organization to establish an affirmative marketing plan targeted towards neighborhood businesses. This will help to ensure access to business opportunities within the Boston Crossing project.

The developers of Boston Crossing will also work with Chinatown based organizations to establish an affirmative marketing plan targeted towards neighborhood busi-

nesses. Through the assistance of these organizations, the developer will reach out to the community through advertising and community forums to facilitate access to business opportunities within the Boston Crossing project.

Retailing is an excellent field for prospective entrepreneurs to get experience in business. The developers of Boston Crossing will work with Chinatown-based organizations to identify appropriate businesses and prospective start-ups which will fit not only into the Boston Crossing merchandising plan, but prove to be successful ventures, both for the tenant owners and the landlord. Boston Crossing's Leasing and Operations staff will provide advice on business planning, merchandising, design, budgeting, staffing and financing.

Bull Market Merchandising

Boston Crossing intends to create opportunities for prospective retailers and craftspeople to try entrepreneurial concepts at minimal investments. A concept which has been tried and proven at Faneuil Hall Marketplace and could take advantage of the Boston Crossing project is that of pushcart and "bull market" merchandising. Such a program could offer an economically attractive venture to a person wishing to enter the field of retailing. The carts could be rented on a monthly basis with minimal investment in fixtures and equipment.

It is anticipated that Boston Crossing will provide space for at least twenty pushcarts within the specialty retail center. The developers of Boston Crossing will purchase the carts and rent them to vendors on a monthly basis.

The monthly rental fee will include electricity and the pushcarts will be located throughout the six-level retail center. The Leasing and Operations staff of Boston Crossing will provide advice on business planning, merchandising, design, signage, budgeting, staffing and financing.

Through this approach, small business entrepreneurs would not have to assume the financial risks involved when entering into a long-term lease agreement. The only investment that would be needed to undertake this type of business would be for the purchase of specialized inventory.

Successful proprietors of such operations could expand their businesses to open shops within the project or in nearby neighborhoods. Experience has shown that local "mom & pop" proprietors provide the best likelihood of success.

TRANSPORTATION

TRANSPORTATION

Overview

The Midtown Cultural District's central location in Boston makes it very convenient to public transportation and the City's roadway system. Three out of the four MBTA subway lines have stations within the district, and all of the City's major roadways pass nearby, including the Massachusetts Turnpike, Storrow Drive, the Central Artery, and the Southeast Expressway. South Station and Trailways and Greyhound bus stations are a short walk away.

Because of Boston Crossing's strategic location within the heart of the Midtown Cultural District, its sponsors will have the opportunity to work with the Midtown Cultural District Task Force, the Boston Transportation Department, the Massachusetts Bay Transit Authority and traffic engineers under contract with the Boston Redevelopment Authority to promote increased usage of the public transportation network with creative transit programs.

Currently, both public and private means of egress to and from the district need improvements. While Orange Line platforms have been extended, several subway stations would benefit from upgrading to meet the demands of increased ridership. Access between the district and local highways is often confusing and circuitous.

As the Midtown Cultural District becomes a focal point of downtown activity, more pedestrians will frequent the district. In an effort to mitigate any traffic impacts of the retail, office and cultural activity of the area, the proponents of Boston Crossing will prepare a Transportation Access Plan backed by detailed traffic studies and analyses. Boston Crossing will address the transportation issues set forth in the Midtown Cultural District Plan and contribute largely to the resolution of these problems.

Transportation Access Plan

Boston Crossing proponents will work with the Boston Transportation Department (BTD), the Boston Redevelopment Authority, the Department of Public Works, and the Public Improvements Commission (PIC) to improve vehicular and pedestrian traffic in the surrounding area. As part of Boston Crossing's development review, a Transportation Access Plan will be prepared by the project proponents, which will study the project's impacts and, where necessary, propose mitigation measures to address traffic issues. The Boston Crossing proponents will monitor the implementation of the Transportation Access Plan annually for several years after opening, in accordance with the City's transportation policies and Access Plan procedures.

An important goal of the project will be to minimize the project's impact on neighboring communities, especially Chinatown. Where possible, adjustments will be made to improve already congested circulation. The Boston Crossing development team will study a variety of mitigation measures to reduce traffic impacts caused by the project.

Westbound Traffic

The Boston Transportation Department has identified latent, westbound vehicular traffic demand originating in the South Station area. Westbound traffic currently exacerbates congestion on the highly used and densely packed streets of Chinatown. A traffic study undertaken by TAMS engineers, in conjunction with the Midtown Cultural District Plan, tested a proposed accommodation of westbound demand by establishing a one-way couple with Avenue de Lafayette and Essex Street. Splitting from Essex near Dewey Square, Avenue de Lafayette would serve one-way westbound traffic.

To provide westbound vehicles access to Washington Street and beyond to Tremont Street, Boston Crossing proposes to widen both Harrison Avenue and Hayward Place. Preliminary work by Bruce Campbell and Asso-

ciates, Boston Crossing's traffic engineers, indicates that these street widenings, combined with improved turning radiuses at several intersections, can create a suitable route for westbound traffic to Washington Street.

In addition, the proponents are currently working with the developers of Commonwealth Center, the BTB, and the BRA to coordinate building set-backs at the corner of Washington and Avery Streets that will accommodate westbound traffic from Avenue de Lafayette to Tremont Street. In combination, the proposed street alignments will reduce the burden of westbound traffic on Beach Street and other streets in Chinatown.

Service Deliveries

Boston Crossing will include two major off-street truck docking facilities to minimize the impact of loading and unloading activities on the local circulation system.

Unlike the office space, which generates a limited amount of easily managed delivery traffic, Boston Crossing's department stores will require regular deliveries by large trucks. To minimize their impact, the project's planners have located the loading entrances away from the main pedestrian zones on Washington and Summer Streets. Since both Jordan Marsh and Bloomingdale's ship merchandise from central warehouses, Boston Crossing's developer, who controls both stores, can schedule deliveries at night and during other off-peak hours to minimize interference with downtown circulation.

Retail shops and restaurants deliver most of their goods in small vans which must be received off-street to avoid obstructing local traffic. A delivery and dock management program, strictly enforced by the landlord, will minimize the impact of smaller store deliveries on local circulation.

Transportation Management Association

At the recommendation of the Boston Redevelopment Authority and the Boston Transportation Department, Campeau along with area developers has taken the initial steps in setting up a Transportation Management Association (TMA) for the Midtown/Downtown South Area. The aims of this group, likely to be structured as a non-profit organization funded by membership dues and possibly fees for services provided to commuters will be to:

- improve the accessibility of getting to and from employment, entertainment, retail and residential centers in the immediate neighborhood;
- reduce traffic congestion;
- minimize vehicular impact on air quality; and
- ensure effective utilization of parking opportunities in the area.

With initial leadership provided by three developers (Metropolitan Structures\ Columbia Plaza, Commonwealth Center, and Campeau) the group will invite City agencies, other developers and property owners, retailers, other employers/tenants and business groups with a common interest in the immediate transit and traffic systems.

After determining membership guidelines and boundaries chosen to maximize effectiveness, the Association will solicit interest from appropriate selected neighbors:

Public Agencies

Mayor's Office of Neighborhood Services
Boston Redevelopment Authority
Boston Transportation Department

Citizen Groups

Chinatown Neighborhood Council
Bay Village
Tremont on the Common

Business and Special interests

Downtown Crossing Association
Theatre District Association
MCDTF Traffic and Parking Subcommittee
Chamber of Commerce
Major Employers
Jordan Marsh
99 Summer Street tenants
Department of Industrial Accidents,
Commonwealth of Massachusetts
Massachusetts Department of
Public Welfare
101 Arch Street/Kennedy's Building
Tenants

Developer Representatives

Kingston/Bedford
Commonwealth Center
Campeau/Boston Crossing
Parkside projects
Amerimar/600 Washington Street
Lincoln Properties
Perry Jaymont

The Transportation Management Association will encourage cooperation with existing programs which may be promoting efficient commuting, such as Jordan Marsh's ride sharing program and T-pass sales program.

Building on such established programs in combination with the expertise of the Transportation Department and other TMA's operating in Boston (such as the South Station Transportation Management Association), the Association will initiate programs and incentives designed to meet its aims. If appropriate, the TMA will sponsor a study to determine which strategies will be most effective in the immediate neighborhood. A full range of programs to receive initial consideration include:

- employer subsidization of T-passes
- payroll deduction for T-passes
- flexible work hours
- T-pass ticket discounts at restaurants, stores and cultural events
- Rideshare matching services
- Preferential treatment for ride-pooling vehicles
- Parking space management and price differentiation

Boston Crossing's Transportation Access Plan will make initial forecasts of the effectiveness and success of such programs and spell out initial strategies for their implementation.

Parking Management

Boston Crossing will add a new parking facility underneath Bloomingdale's which will provide an additional 700 - 1,000 parking spaces in the neighborhood. Using an underground connection to the existing 1,024-car garage under Lafayette Place along with redesigned entrance and exit ramps, the new garage will require no new curb cuts. All cars using the garage under Bloomingdale's will enter and exit through existing entrances to the Lafayette Place garage at Chauncy Street and Avenue de Lafayette.

The developers of Boston Crossing will increase the capacity of the Lafayette Place garage entrances by using reversible lanes which will allow four lanes inbound and two outbound at morning peak hour and four lanes outbound and two inbound at evening peak hour. The

garage's existing model prepay system will minimize the lineup of cars waiting to exit and mitigate the potential build-up of air pollutants. Garage management can further influence parkers' selections between the two entrances with gate management programs if localized traffic conditions warrant.

By maintaining existing garage entrances on the automobile-oriented streets surrounding the project, the garage design minimizes traffic impact on the surrounding streets and neighborhood.

Campeau intends to ensure that a significant number of the parking spaces in the two garages will be available to department store patrons and other shoppers. Validation programs; time-of-day restrictions on select, desirable spaces; and pricing policies will ensure that all spaces are not dominated by commuters.

Boston Crossing will also encourage evening and weekend parking for select local, neighboring uses. Campeau intends to expand its validation program in conjunction with select Cultural District uses as well as nearby restaurant and entertainment business. Significant discounts may be offered to Chinatown residents for overnight and weekend parking. As many as 150 parking spaces, at significantly reduced rates from 8pm to 7am, should benefit nearby residents.

T-Station Improvements

Most employees and shoppers at Boston Crossing will arrive on foot or on the MBTA. Boston Crossing intends to encourage T ridership by private investment in upgrading of the existing stations at both ends of the project:

- The Chinatown station at the intersection of Washington Street and Hayward Place will receive a new entrance at its north end. The entrance and exit stairs will be enclosed and incorporated into the design of the department store/office building. Replacing an unsightly and decrepit emergency exit on Hayward Place, the new entrance will provide direct access to all components of Boston Crossing, encouraging MBTA ridership among employees, shoppers, and neighbors.

The platforms of the Chinatown station have recently been upgraded by the MBTA. The Commonwealth Center project will improve the entrance ways to the platform in the southbound direction. In combination, the significant improvements to the Chinatown station will help improve the image of the surrounding area and provide better access to Chinatown, a neighborhood not especially well-served by current MBTA connections.

- Boston Crossing will also make improvements to the heavily trafficked Downtown Crossing T-station which connects the Red Line, the Orange Line, and, via a concourse to Park Street, the Green Line. Boston Crossing's proposed improvements to the Downtown Crossing station will emphasize its central location in Boston's retail heart. By improving access between the Summer Street concourse and Jordan Marsh's basement-level retail space, the vitality of the department store and the Boston Crossing specialty center will help animate the station and make it more secure. Boston Crossing's improvement will also provide connections to the project's department stores, specialty shops, and office building lobbies for riders of all three lines.

Lincoln Properties, in conjunction with its redevelopment of the Kennedy/101 Arch Building across Summer Street, will be upgrading the eastern end of the Summer Street concourse. Boston Crossing's proposed improvements will complement Lincoln's program, perhaps sharing management responsibility for the concourse with Lincoln Properties and the MBTA.

As discussed above, Boston Crossing will support its investment in upgrading adjacent T-stations with programs designed to encourage transit ridership among building users: shoppers, employees, and tenants.

Pedestrian Environment

Central to the transportation planning for Boston Crossing is the encouragement of pedestrian access to the project and an enhanced pedestrian environment on the surrounding streets and sidewalks. An urban retail center requires active and safe streets for its success, and Boston Crossing's office component will require a noticeable upgrade to the surrounding streets and sidewalks to achieve success in the market.

A separate chapter on Boston Crossing's urban design benefits presents the full scope of Boston Crossing's program to improve the pedestrian environment. An important benefit of this program, both for the city and the project, will be to encourage people to come to Boston Crossing on foot, either directly or in conjunction with public transit. The result will be reduced vehicles and congestion in the surrounding street network.

Washington Street is especially important to the pedestrian environment. Boston Crossing hopes to extend the unusually successful character of Washington Street's pedestrian zone at Summer Street south to Hayward Place and Avery Street. Boston is one of the few cities that has made pedestrian zones work downtown, and the Redevelopment Authority and other planning agencies have long sought to extend that success. Boston Crossing hopes to create a festive pedestrian environment which will function day and evening, compatible with the goals of the Midtown Cultural District. Fortunately, the relevant sections of Washington Street and the associated ladder blocks serve no through-traffic. Accordingly, a managed gate system can provide limited vehicular access for residents and local businesses while discouraging heavy traffic which would impair the pedestrian environment.

Construction Management

The Boston Crossing Transportation Access Plan will forecast truck deliveries and construction employee parking. It will present a management plan designed to minimize construction impacts on area circulation, pedestrian access and safety, and noise and other annoyances during the construction period.

**FISCAL & ECONOMIC
BENEFITS**

FISCAL AND ECONOMIC BENEFITS

Overview

The Boston Crossing project, when approved, will be instrumental in establishing a vibrant and balanced mixed-use economy in the Midtown district; the mix of uses at Boston Crossing will not only enhance the success of each, but benefit the district as a whole by attracting a variety of commercial interests and cultural activities.

Boston Crossing will provide the catalyst needed to reinforce the retail and cultural tradition of the district, and the economic support to expand Boston's office market to underutilized blocks in Midtown. The Midtown Cultural District, which links The Back Bay and Financial Districts is a logical candidate for office and retail expansion, as these two areas are no longer able to accommodate significant expansion at densities appropriate to Boston's urban neighborhoods.

Economic benefits resulting from the development of Boston Crossing are significant. The benefits will affect the spectrum of the City's population. Through the Boston for Boston Initiative, a major portion of the employment opportunities stemming from the construction and operation of Boston Crossing will be reserved for Boston residents. Neighborhood communities will benefit from Campeau's contribution of linkage funds which will be dedicated to affordable housing and employment training. In addition, Boston Crossing will provide the momentum needed to promote and encourage economic development in Chinatown, the Midtown Cultural District and the city as a whole.

The following summarizes the fiscal and economic benefits of Boston Crossing as estimated by Cambridge Systematics, Inc. in September of 1988. The economic benefits include jobs created, payroll generated by those jobs, and the sales of goods which will be produced as a consequence of the project. The potential fiscal benefits will include the improvement of local revenues to the City of Boston and the project's effect on government expenditures for public safety, schools, and other functions.

Economic Benefits

The Boston Crossing project will cost approximately \$850 million to develop. Boston Crossing will consist of approximately 3.1 million square feet of office and retail space. In addition, the project will expand the capacity of the existing Lafayette Place parking garage by approximately 700 - 1,000 spaces.

Construction Benefits

During the construction phase of Boston Crossing, approximately 3,030 direct jobs will be generated at the construction site with a payroll of \$157.5 million.

Diagram 1 indicates the breakdown of construction jobs by individual project components.

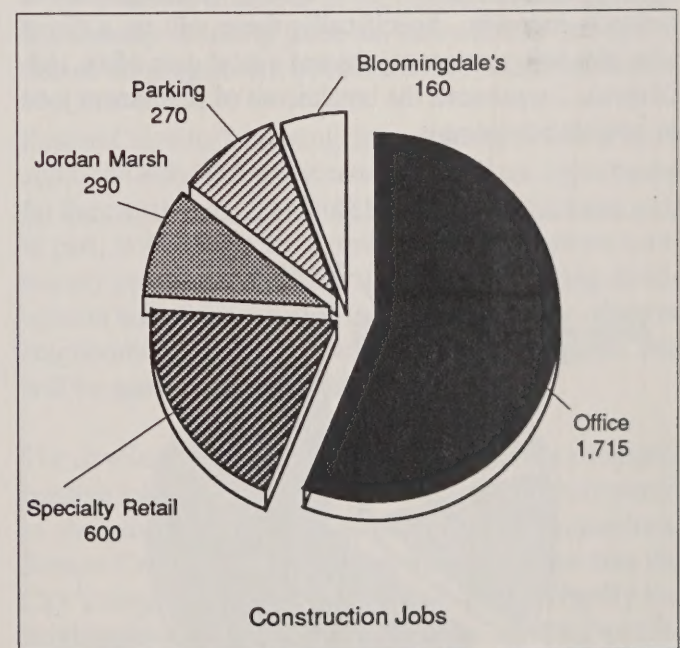


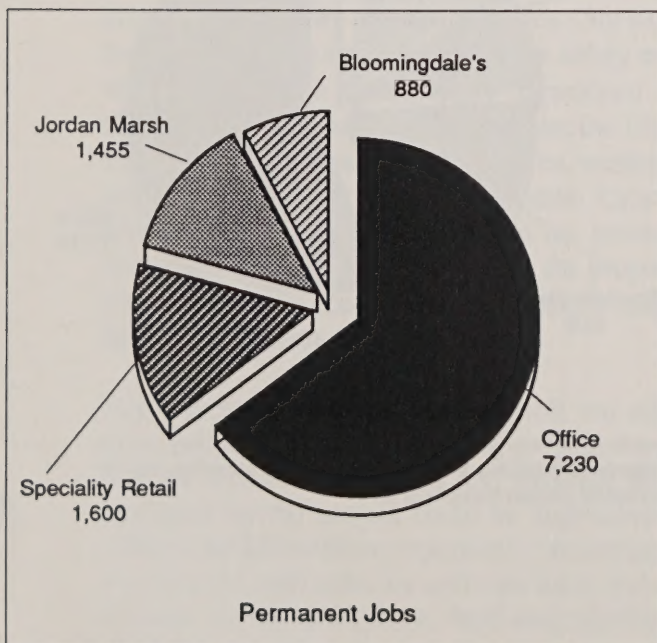
Diagram 1 indicates the breakdown of construction jobs by individual project components.

In addition, the project will generate indirect statewide economic benefits during the construction phase of the project, totalling 8,219 full-time jobs with a payroll of \$280 million and business sales of \$834 million. Indirect benefits are those which occur as a consequence of the project. An example of this is the increased employment opportunities that result from the manufacturing of materials needed for the construction of the project.

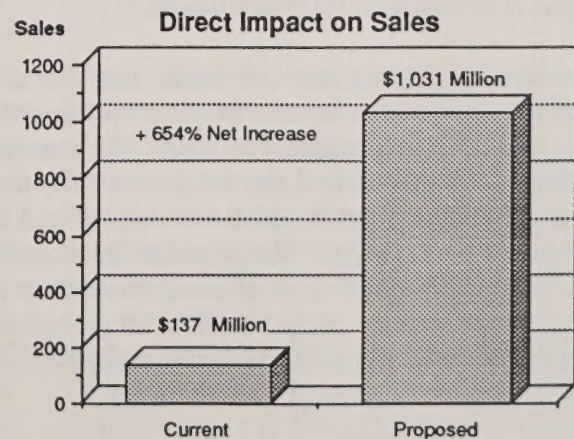
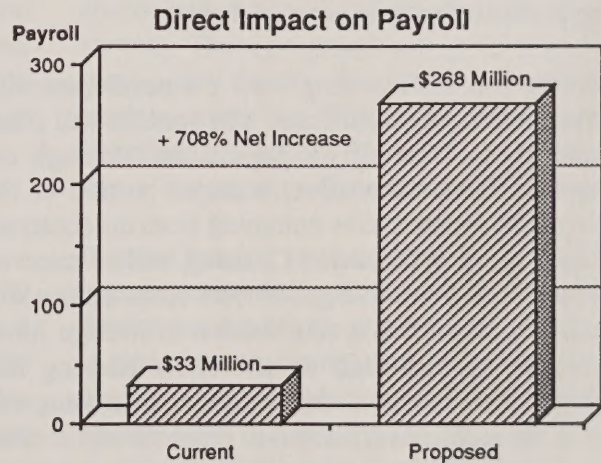
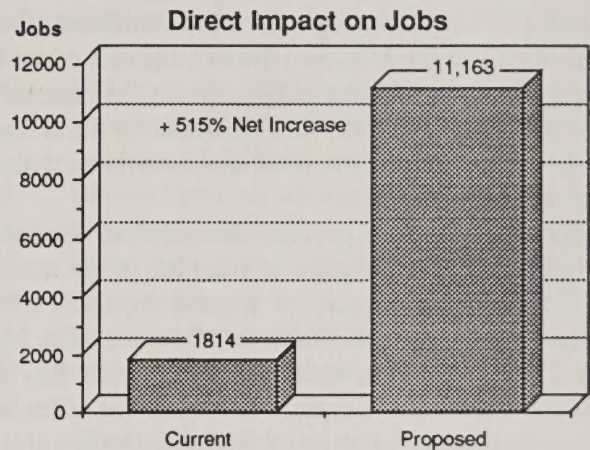
Permanent Benefits

The permanent benefits that will result from the Boston Crossing project are substantial. Currently, 1,814 people are employed at the Boston Crossing site. This includes workers from both the Lafayette mall and Jordan Marsh. Current payroll and sales are estimated at approximately \$33 million and \$136 million respectively.

Upon completion of Boston Crossing, these figures will radically increase. Specifically, there will be a direct gain of 9,349 permanent jobs and a total gain of 11,165. Diagram 2 represents the breakdown of permanent jobs by project component.



Permanent Economic Impacts



In addition, payroll of \$235 million, and sales of \$895 million will be generated as a result of Boston Crossing. This represents a gain over current levels of employment, payroll, and sales at the site. Expressed differently, the number of jobs will increase by 515%, payroll by 708% and sales by 654%.

Equally significant are the indirect benefits that will result from Boston Crossing. The project will generate 15,566 additional indirect jobs, with a payroll of \$392 million and sales of \$910 million. The average total annual direct and indirect benefits, once the entire project is complete and in operation, are estimated at 26,723 full-time jobs, with a total payroll of \$715 million and sales of goods of \$2.1 billion.

Boston Crossing has agreed to participate in the Boston Compact, and will work to ensure that half of the direct jobs provided during both the construction and operation phases of the project will go to Boston residents.

Fiscal Benefits

Boston Crossing will generate between \$2.13 and \$2.99 in revenues annually for each \$1.00 the City will expend for municipal services such as public safety and public works. The site as currently developed provides \$2,153,000 in revenues for Boston, but the City spends \$2,275,000 in Municipal expenditures, ending in a net loss in revenues for the City. Boston Crossing will generate \$4 - 8 million annually in tax revenues after municipal expenditures. In addition, the proposed project will be one of the four largest property taxpayers in the City of Boston.

Based upon the estimated total payroll and sales levels generated by the Boston Crossing project, the potential level of Massachusetts sales and personal income tax generated by the project could be approximately \$24 million and \$25 million respectively (assuming that half of estimated total sales are end user sales and that 40% of these are tax exempt, i.e. food and clothing). These conclusions are based on conservative assumptions affecting both revenue and expenditure forecasts.

Community Benefits

Linkage

Usage of the linkage funds generated by the Boston Crossing project will be maximized to ensure that the residents of Boston's expanding economy will benefit. Boston Crossing will succeed only if the residential and commercial interests of the City's population can share in the economic benefits. Boston Crossing's linkage contribution, by far the largest the City will have received to date, will establish job training programs and create affordable housing.

Through job training and language programs, Boston residents will have the opportunity to develop skills enabling them to partake in Boston Crossing's economic success. These programs will go far to provide employment with a future. The Boston Crossing project will work to ensure that 50% of the employment opportunities directly resulting from the construction and operation of the project will be reserved for Boston residents.

Boston Crossing's housing linkage contribution of up to approximately \$15 million will provide an opportunity for the creation of affordable housing in Chinatown and, in part, towards the development of a Chinatown community center. In addition, the Boston Crossing development team is committed to ensuring that the adjacent neighborhoods benefit from the economic growth that will be generated by the project.

The development team is beginning to set up a comprehensive job training program that complements the needs of the project as well as those of local communities. Boston Crossing's jobs linkage program addresses the City's need to expand its economic base, diversify the neighborhood economy and improve working conditions and the status of the local labor economy.

During the construction of Boston Crossing, the Boston Crossing development team will strive to ensure that 50 percent of the total employee work hours shall be by Boston residents, at least 25 percent of the total employee work hours shall be by minorities, and at least 10

percent of the total employee work hours shall be by women. Moreover, upon completion of the project, the Boston Crossing development team will encourage tenants to aim for the same goal: 50 percent of employment opportunities created by the project targeted to Boston residents.

A portion of Boston Crossing's jobs linkage contribution will be used to institute English as a Second Language (ESL) programs. The language barrier that exists, particularly among Asians, is a concern raised by the Chinatown community that needs to be addressed. While language training is critical for the economic advancement of this population, the ESL programs that exist are over-subscribed and the availability of potential instructors is limited. The developers of Boston Crossing will work with the Chinatown Neighborhood Council Social Service sub-committee and local service providers to determine how to maximize the use of these funds to address this issue.

Jobs Programs

Unlike most developments, Boston Crossing controls two major employers who will be key tenants in the Boston Crossing project: Jordan Marsh and Bloomingdale's. We will be able to predict with reasonable certainty the opening date for Bloomingdale's and, thereby, the date by which 880 jobs will need to be filled. The retail specialty center, with its 1,600 jobs, is also likely to open at least 60% leased and have all tenants open within two years. Hence, Boston residents who enroll in retail-oriented jobs training programs can reasonably expect excellent prospects within a defined time period.

One of Boston Crossing's principle tenants is already a major employer in the Boston region. Hence, the project proponent does not need to wait until the Boston Crossing project is underway to initiate jobs development efforts in the surrounding neighborhood. Through its Jordan Marsh subsidiary, Boston Crossing is already beginning outreach efforts to the immediate community:

- The human resources department at Jordan Marsh currently sponsors a retail job orientation session twice a month at the Boston Jobs Academy.
- As part of the Academy curriculum, Jordan Marsh will organize a "Making Your Image Successful" training session.
- Jordan Marsh is working with Boston Crossing and local social service agencies to develop a retail jobs academy by using experienced training staff from its own human resource department as well as skills trainers from local agencies. The retail training academy will prepare candidates for entry-level jobs in retailing.
- The personnel department at Jordan Marsh is identifying jobs where strong command of English is not essential. They are reviewing the strategy of hiring bilingual supervisors in order to offer such jobs which are found at several Jordan Marsh locations, to neighborhood residents.

